ATTACHMENT 74

		Page 1
1	UNITED STATES DISTRICT COURT	
2	EASTERN DISTRICT OF PENNSYLVANIA	
3		
4		
5	IN RE: PROCESSED EGG PRODUCTS MDL No. 2002	
6	ANTITRUST LITIGATION 08-md-02002	
7		
8	THIS DOCUMENT RELATES TO:	
9	ALL ACTIONS	
10		
11	** HIGHLY CONFIDENTIAL **	
12		
13	VIDEOTAPED 30(b)(6) DEPOSITION	
14	OF MICHAEL FODOS, INC.	
15	BY MARK WESTPHAL	
16	AND	
17	MARK WESTPHAL	
18	INDIVIDUALLY	
19	Thursday, April 10, 2014	
20	9:05 a.m.	
21		
22		
23		
24		
25	Reported by: Dana Anderson-Linnell	

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Page 2	Page 4
1 DEPOSITION OF MARK WESTPHAL taken on Thursday	, 1 APPEARANCES (continued):
2 April 10, 2014, commencing at 9:05 a.m. at the	2
3 offices of Stinson, Leonard, Street, 150 South Fifth	3 On Behalf of Michael Foods Inc.:
4 Street, Suite 2300, Minneapolis, Minnesota, before	4 William L. Greene, Esquire
5 Dana S. Anderson-Linnell, a Shorthand Reporter and	5 STINSON LEONARD STREET
6 Notary Public in and of the State of Minnesota.	6 150 South Fifth Street, Suite 2300
7 *************************************	7 Minneapolis, Minnesota 55402
8	8 Phone: 612.335.1568
9 APPEARANCES	9 Email: william.greene@leonard.com
10	10
11 On Behalf of the Direct Purchaser Plaintiff	11
12 Class:	12 On Behalf of United Egg Producers and
13 Lee Turner Friedman, Esquire	13 United States Egg Marketers:
	14 Whitney R. Redding, Esquire (via telephone)
14 QUINN, EMANUEL, URQUHART & SULLIVAN, LLP	
15 51 Madison Avenue, 22nd Floor	15 PEPPER HAMILTON, LLP
16 New York, New York 10010	16 3000 Two Logan Square
17 Phone: 212.849.7000	17 Eighteenth and Arch Streets
18 Email: leefriedman@quinnemanuel.com	18 Philadelphia, Pennsylvania 19103-2799
19	19 Phone: 215.981.4245
20	20 Email: reddingw@pepperlaw.com
21 (Appearances continued on the next page.)	21
22	22
23	23 (Appearances continued on next page.)
24	24
25	25
Page 3	Page 5
1 APPEARANCES (continued):	1 APPEARANCES (continued):
2	2
3 On Behalf of the Direct Action Plaintiffs:	3 On Behalf of Michael Foods Inc.:
4 James T. Malysiak, Esquire	4 Carrie M. Anderson, Esquire (via telephone)
I 5 IENNER & RIACK LIP	
5 JENNER & BLOCK, LLP	5 WEIL, GOTSHAL & MANGES, LLP
6 353 North Clark Street	5 WEIL, GOTSHAL & MANGES, LLP 6 1300 Eye Street, NW, Suite 900
6 353 North Clark Street7 Chicago, Illinois 60654-3456	5 WEIL, GOTSHAL & MANGES, LLP6 1300 Eye Street, NW, Suite 9007 Washington, District of Columbia 20005
6 353 North Clark Street7 Chicago, Illinois 60654-34568 Phone: 312.222.9350	 5 WEIL, GOTSHAL & MANGES, LLP 6 1300 Eye Street, NW, Suite 900 7 Washington, District of Columbia 20005 8 Phone: 202.682.7231
 6 353 North Clark Street 7 Chicago, Illinois 60654-3456 8 Phone: 312.222.9350 9 Email: jmalysiak@jenner.com 	 5 WEIL, GOTSHAL & MANGES, LLP 6 1300 Eye Street, NW, Suite 900 7 Washington, District of Columbia 20005 8 Phone: 202.682.7231 9 Email: carrie.anderson@weil.com
6 353 North Clark Street 7 Chicago, Illinois 60654-3456 8 Phone: 312.222.9350 9 Email: jmalysiak@jenner.com	5 WEIL, GOTSHAL & MANGES, LLP 6 1300 Eye Street, NW, Suite 900 7 Washington, District of Columbia 20005 8 Phone: 202.682.7231 9 Email: carrie.anderson@weil.com 10
6 353 North Clark Street 7 Chicago, Illinois 60654-3456 8 Phone: 312.222.9350 9 Email: jmalysiak@jenner.com 10 11	5 WEIL, GOTSHAL & MANGES, LLP 6 1300 Eye Street, NW, Suite 900 7 Washington, District of Columbia 20005 8 Phone: 202.682.7231 9 Email: carrie.anderson@weil.com 10 11
6 353 North Clark Street 7 Chicago, Illinois 60654-3456 8 Phone: 312.222.9350 9 Email: jmalysiak@jenner.com 10 11 12 On Behalf of the Indirect Purchaser Plaintiffs:	 5 WEIL, GOTSHAL & MANGES, LLP 6 1300 Eye Street, NW, Suite 900 7 Washington, District of Columbia 20005 8 Phone: 202.682.7231 9 Email: carrie.anderson@weil.com 10 11 12 On Behalf of the Direct Purchaser Plaintiff
6 353 North Clark Street 7 Chicago, Illinois 60654-3456 8 Phone: 312.222.9350 9 Email: jmalysiak@jenner.com 10 11 12 On Behalf of the Indirect Purchaser Plaintiffs: 13 Keith D. Essenmacher, Esquire	 5 WEIL, GOTSHAL & MANGES, LLP 6 1300 Eye Street, NW, Suite 900 7 Washington, District of Columbia 20005 8 Phone: 202.682.7231 9 Email: carrie.anderson@weil.com 10 11 12 On Behalf of the Direct Purchaser Plaintiff 13 Class:
6 353 North Clark Street 7 Chicago, Illinois 60654-3456 8 Phone: 312.222.9350 9 Email: jmalysiak@jenner.com 10 11 12 On Behalf of the Indirect Purchaser Plaintiffs: 13 Keith D. Essenmacher, Esquire 14 LOVELL, STEWART, HALEBIAN, JACOBSON, LLP	 5 WEIL, GOTSHAL & MANGES, LLP 6 1300 Eye Street, NW, Suite 900 7 Washington, District of Columbia 20005 8 Phone: 202.682.7231 9 Email: carrie.anderson@weil.com 10 11 12 On Behalf of the Direct Purchaser Plaintiff 13 Class: 14 Cory A. Greenbaum, Esquire
6 353 North Clark Street 7 Chicago, Illinois 60654-3456 8 Phone: 312.222.9350 9 Email: jmalysiak@jenner.com 10 11 12 On Behalf of the Indirect Purchaser Plaintiffs: 13 Keith D. Essenmacher, Esquire 14 LOVELL, STEWART, HALEBIAN, JACOBSON, LLP 15 500 Fifth Avenue	 5 WEIL, GOTSHAL & MANGES, LLP 6 1300 Eye Street, NW, Suite 900 7 Washington, District of Columbia 20005 8 Phone: 202.682.7231 9 Email: carrie.anderson@weil.com 10 11 12 On Behalf of the Direct Purchaser Plaintiff 13 Class: 14 Cory A. Greenbaum, Esquire 15 BERNSTEIN LIEBHARD, LLP
6 353 North Clark Street 7 Chicago, Illinois 60654-3456 8 Phone: 312.222.9350 9 Email: jmalysiak@jenner.com 10 11 12 On Behalf of the Indirect Purchaser Plaintiffs: 13 Keith D. Essenmacher, Esquire 14 LOVELL, STEWART, HALEBIAN, JACOBSON, LLP 15 500 Fifth Avenue 16 New York, New York 10110	 5 WEIL, GOTSHAL & MANGES, LLP 6 1300 Eye Street, NW, Suite 900 7 Washington, District of Columbia 20005 8 Phone: 202.682.7231 9 Email: carrie.anderson@weil.com 10 11 12 On Behalf of the Direct Purchaser Plaintiff 13 Class: 14 Cory A. Greenbaum, Esquire 15 BERNSTEIN LIEBHARD, LLP 16 10 East 40th Street
6 353 North Clark Street 7 Chicago, Illinois 60654-3456 8 Phone: 312.222.9350 9 Email: jmalysiak@jenner.com 10 11 12 On Behalf of the Indirect Purchaser Plaintiffs: 13 Keith D. Essenmacher, Esquire 14 LOVELL, STEWART, HALEBIAN, JACOBSON, LLP 15 500 Fifth Avenue	 5 WEIL, GOTSHAL & MANGES, LLP 6 1300 Eye Street, NW, Suite 900 7 Washington, District of Columbia 20005 8 Phone: 202.682.7231 9 Email: carrie.anderson@weil.com 10 11 12 On Behalf of the Direct Purchaser Plaintiff 13 Class: 14 Cory A. Greenbaum, Esquire 15 BERNSTEIN LIEBHARD, LLP
6 353 North Clark Street 7 Chicago, Illinois 60654-3456 8 Phone: 312.222.9350 9 Email: jmalysiak@jenner.com 10 11 12 On Behalf of the Indirect Purchaser Plaintiffs: 13 Keith D. Essenmacher, Esquire 14 LOVELL, STEWART, HALEBIAN, JACOBSON, LLP 15 500 Fifth Avenue 16 New York, New York 10110	 5 WEIL, GOTSHAL & MANGES, LLP 6 1300 Eye Street, NW, Suite 900 7 Washington, District of Columbia 20005 8 Phone: 202.682.7231 9 Email: carrie.anderson@weil.com 10 11 12 On Behalf of the Direct Purchaser Plaintiff 13 Class: 14 Cory A. Greenbaum, Esquire 15 BERNSTEIN LIEBHARD, LLP 16 10 East 40th Street
6 353 North Clark Street 7 Chicago, Illinois 60654-3456 8 Phone: 312.222.9350 9 Email: jmalysiak@jenner.com 10 11 12 On Behalf of the Indirect Purchaser Plaintiffs: 13 Keith D. Essenmacher, Esquire 14 LOVELL, STEWART, HALEBIAN, JACOBSON, LLP 15 500 Fifth Avenue 16 New York, New York 10110 17 Phone: 212.608.1900	 5 WEIL, GOTSHAL & MANGES, LLP 6 1300 Eye Street, NW, Suite 900 7 Washington, District of Columbia 20005 8 Phone: 202.682.7231 9 Email: carrie.anderson@weil.com 10 11 12 On Behalf of the Direct Purchaser Plaintiff 13 Class: 14 Cory A. Greenbaum, Esquire 15 BERNSTEIN LIEBHARD, LLP 16 10 East 40th Street 17 New York, New York 10016
6 353 North Clark Street 7 Chicago, Illinois 60654-3456 8 Phone: 312.222.9350 9 Email: jmalysiak@jenner.com 10 11 12 On Behalf of the Indirect Purchaser Plaintiffs: 13 Keith D. Essenmacher, Esquire 14 LOVELL, STEWART, HALEBIAN, JACOBSON, LLP 15 500 Fifth Avenue 16 New York, New York 10110 17 Phone: 212.608.1900 18 Email: kessenmacher@lshllp.com	5 WEIL, GOTSHAL & MANGES, LLP 6 1300 Eye Street, NW, Suite 900 7 Washington, District of Columbia 20005 8 Phone: 202.682.7231 9 Email: carrie.anderson@weil.com 10 11 12 On Behalf of the Direct Purchaser Plaintiff 13 Class: 14 Cory A. Greenbaum, Esquire 15 BERNSTEIN LIEBHARD, LLP 16 10 East 40th Street 17 New York, New York 10016 18 Phone: 212.779.1414
6 353 North Clark Street 7 Chicago, Illinois 60654-3456 8 Phone: 312.222.9350 9 Email: jmalysiak@jenner.com 10 11 12 On Behalf of the Indirect Purchaser Plaintiffs: 13 Keith D. Essenmacher, Esquire 14 LOVELL, STEWART, HALEBIAN, JACOBSON, LLP 15 500 Fifth Avenue 16 New York, New York 10110 17 Phone: 212.608.1900 18 Email: kessenmacher@lshllp.com 19 20	5 WEIL, GOTSHAL & MANGES, LLP 6 1300 Eye Street, NW, Suite 900 7 Washington, District of Columbia 20005 8 Phone: 202.682.7231 9 Email: carrie.anderson@weil.com 10 11 12 On Behalf of the Direct Purchaser Plaintiff 13 Class: 14 Cory A. Greenbaum, Esquire 15 BERNSTEIN LIEBHARD, LLP 16 10 East 40th Street 17 New York, New York 10016 18 Phone: 212.779.1414 19 Email: cgreenbaum@bernlieb.com
6 353 North Clark Street 7 Chicago, Illinois 60654-3456 8 Phone: 312.222.9350 9 Email: jmalysiak@jenner.com 10 11 12 On Behalf of the Indirect Purchaser Plaintiffs: 13 Keith D. Essenmacher, Esquire 14 LOVELL, STEWART, HALEBIAN, JACOBSON, LLP 15 500 Fifth Avenue 16 New York, New York 10110 17 Phone: 212.608.1900 18 Email: kessenmacher@lshllp.com 19 20 21 (Appearances continued on the next page.)	5 WEIL, GOTSHAL & MANGES, LLP 6 1300 Eye Street, NW, Suite 900 7 Washington, District of Columbia 20005 8 Phone: 202.682.7231 9 Email: carrie.anderson@weil.com 10 11 12 On Behalf of the Direct Purchaser Plaintiff 13 Class: 14 Cory A. Greenbaum, Esquire 15 BERNSTEIN LIEBHARD, LLP 16 10 East 40th Street 17 New York, New York 10016 18 Phone: 212.779.1414 19 Email: cgreenbaum@bernlieb.com 20 21
6 353 North Clark Street 7 Chicago, Illinois 60654-3456 8 Phone: 312.222.9350 9 Email: jmalysiak@jenner.com 10 11 12 On Behalf of the Indirect Purchaser Plaintiffs: 13 Keith D. Essenmacher, Esquire 14 LOVELL, STEWART, HALEBIAN, JACOBSON, LLP 15 500 Fifth Avenue 16 New York, New York 10110 17 Phone: 212.608.1900 18 Email: kessenmacher@lshllp.com 19 20 21 (Appearances continued on the next page.) 22	 5 WEIL, GOTSHAL & MANGES, LLP 6 1300 Eye Street, NW, Suite 900 7 Washington, District of Columbia 20005 8 Phone: 202.682.7231 9 Email: carrie.anderson@weil.com 10 11 12 On Behalf of the Direct Purchaser Plaintiff 13 Class: 14 Cory A. Greenbaum, Esquire 15 BERNSTEIN LIEBHARD, LLP 16 10 East 40th Street 17 New York, New York 10016 18 Phone: 212.779.1414 19 Email: cgreenbaum@bernlieb.com 20 21 22 ALSO PRESENT: Carolyn Wolski, Michael Foods
6 353 North Clark Street 7 Chicago, Illinois 60654-3456 8 Phone: 312.222.9350 9 Email: jmalysiak@jenner.com 10 11 12 On Behalf of the Indirect Purchaser Plaintiffs: 13 Keith D. Essenmacher, Esquire 14 LOVELL, STEWART, HALEBIAN, JACOBSON, LLP 15 500 Fifth Avenue 16 New York, New York 10110 17 Phone: 212.608.1900 18 Email: kessenmacher@lshllp.com 19 20 21 (Appearances continued on the next page.) 22 23	5 WEIL, GOTSHAL & MANGES, LLP 6 1300 Eye Street, NW, Suite 900 7 Washington, District of Columbia 20005 8 Phone: 202.682.7231 9 Email: carrie.anderson@weil.com 10 11 12 On Behalf of the Direct Purchaser Plaintiff 13 Class: 14 Cory A. Greenbaum, Esquire 15 BERNSTEIN LIEBHARD, LLP 16 10 East 40th Street 17 New York, New York 10016 18 Phone: 212.779.1414 19 Email: cgreenbaum@bernlieb.com 20 21 22 ALSO PRESENT: Carolyn Wolski, Michael Foods 23 Dave Young, videographer
6 353 North Clark Street 7 Chicago, Illinois 60654-3456 8 Phone: 312.222.9350 9 Email: jmalysiak@jenner.com 10 11 12 On Behalf of the Indirect Purchaser Plaintiffs: 13 Keith D. Essenmacher, Esquire 14 LOVELL, STEWART, HALEBIAN, JACOBSON, LLP 15 500 Fifth Avenue 16 New York, New York 10110 17 Phone: 212.608.1900 18 Email: kessenmacher@lshllp.com 19 20 21 (Appearances continued on the next page.) 22	 5 WEIL, GOTSHAL & MANGES, LLP 6 1300 Eye Street, NW, Suite 900 7 Washington, District of Columbia 20005 8 Phone: 202.682.7231 9 Email: carrie.anderson@weil.com 10 11 12 On Behalf of the Direct Purchaser Plaintiff 13 Class: 14 Cory A. Greenbaum, Esquire 15 BERNSTEIN LIEBHARD, LLP 16 10 East 40th Street 17 New York, New York 10016 18 Phone: 212.779.1414 19 Email: cgreenbaum@bernlieb.com 20 21 22 ALSO PRESENT: Carolyn Wolski, Michael Foods

2 (Pages 2 - 5)

THOTILT CONTIDENTIAL				
Page 6		Page 8		
1 INDEX		IE VIDEOGRAPHER: We are on the		
2		ease note that the microphones are		
3 WITNESS: Mark Westphal PAGE		and may pick up whispering and		
4	-	nversations. Please turn off all		
5 EXAMINATION BY:	_	s or place them away from the		
6 Ms. Turner Friedman 10		nes as they can cause interference to		
7 Mr. Essenmacher 80		tion audio. Recording will continue		
8	_	arties agree to go off the record.		
9		y name is Dave Young. I'm		
10 INDEX OF EXHIBITS:	-	ng Veritext.		
11		day's date is April 10, 2014.		
12 Westphal Exhibit 1 - Notice 16		s 9:05 a.m.		
13		is deposition is being held at		
14 Westphal Exhibit 2 - April 3, 2014 letter 17		eonard, Street located at 150 South		
15		et, Minneapolis, Minnesota.		
16 Westphal Exhibit 3 - HIGHLY CONFIDENTIAL -		e caption of this case is In Re:		
17 org chart, Bates MFI0160747 30		Eggs Antitrust Litigation. Case is		
18		e United States District Court for		
19 Westphal Exhibit 4 - Management presentation		n District of Pennsylvania, Case		
20 draft, Bates MFI0156884 to 948 36		IDL 20208 MD 02002.		
21		e name of the witness is		
22 Westphal Exhibit 5 - Food ingredient sales		stphal, a 30(b)(6) witness for		
23 meeting, Bates MFI0098462 to 486 52	23 Michael F			
24		this time will the attorneys		
25	25 please ide	ntify themselves and state whom they		
Page 7		Page 9		
1 INDEX OF EXHIBITS (continued): PAGE	1 represent.			
2		TURNER FRIEDMAN: My name is		
3 Westphal Exhibit 6 - CONFIDENTIAL - Email		Friedman from Quinn, Emanuel,		
4 chain, Bates MFI0133867 to 68 58		Sullivan on behalf of the Direct		
	•			
5	5 Purchaser P	laintiffs.		
6 Westphal Exhibit 7 - Earnings conference	5 Purchaser P 6 MR.	laintiffs. GREENBAUM: Cory Greenbaum from		
6 Westphal Exhibit 7 - Earnings conference 7 call Thomson StreetEvents 60	5 Purchaser P6 MR.7 Bernstein L	laintiffs. GREENBAUM: Cory Greenbaum from iebhard also on behalf of the		
6 Westphal Exhibit 7 - Earnings conference 7 call Thomson StreetEvents 60	 5 Purchaser P 6 MR. 7 Bernstein L 8 Direct Purch 	laintiffs. GREENBAUM: Cory Greenbaum from iebhard also on behalf of the naser Plaintiffs.		
6 Westphal Exhibit 7 - Earnings conference 7 call Thomson StreetEvents 60 8 9 Westphal Exhibit 8 - CONFIDENTIAL - Email	 5 Purchaser P 6 MR. 7 Bernstein L 8 Direct Purcl 9 MR. 	laintiffs. GREENBAUM: Cory Greenbaum from iebhard also on behalf of the naser Plaintiffs. MALYSIAK: James Malysiak from		
6 Westphal Exhibit 7 - Earnings conference 7 call Thomson StreetEvents 60 8 9 Westphal Exhibit 8 - CONFIDENTIAL - Email 10 chain, Bates MFI0033973 to 76 69	5 Purchaser P 6 MR. 7 Bernstein L 8 Direct Purcl 9 MR. 0 Jenner and I	laintiffs. GREENBAUM: Cory Greenbaum from iebhard also on behalf of the naser Plaintiffs.		
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3 (Pages 6 - 9)

	Inditt Co.		
1	Page 10	1	Page 12
1	Veritext.	1	A. No.
2	Will she please swear in the	2	Q. And who is your employer?
3	witness.	3	A. Michael Foods.Q. Is it Michael Food Incorporated?
5	MARK WESTPHAL,	4 5	•
6	called as a witness, being first duly sworn, was	6	A. Actually Michael Foods Group Incorporated.
7	examined and testified as follows:	7	Q. What is the relationship between Michael
8	examined and testified as follows.	8	Foods Group Incorporated and Michael Foods
9	EXAMINATION	9	Incorporated?
10		10	A. Michael Foods Group is the highest parent
11	BY MS. TURNER FRIEDMAN:	11	of the organization.
12	Q. Good morning. How are you?	12	Q. And what is your business address?
13	A. Good morning.	13	A. It's 301 Carlson Parkway in Minnetonka,
14	MS. TURNER FRIEDMAN: Just before	14	Minnesota; zip 55401 or 305, sorry.
15	we get started, I mentioned this to Bill and	15	Q. So I know you've been deposed before, but
16	Carrie, I know you're on the phone. We had	16	I just want to go over a few basics?
17	some correspondence about the scope of the	17	A. Sure.
18	30(b)(6) topics including Michael Foods had	18	Q. First is if you can make sure to answer
19	agree to provide some Bates numbers of certain	19	audibly, say yes or no rather than a head
20	documents and designate past testimony. And I	20	shake or a head nod so that the court reporter
21	know we haven't fully resolved those issues in	21	can get down what you're saying.
22	the sense that we haven't yet gotten Bates	22	A. Okay.
23	numbers or got the designation of testimony.	23	Q. If you can try to talk slowly, I will try
24	We just want to reserve our rights	24	to talk slowly. And please, if I'm talking
25	to object or seek further testimony if that	25	too quickly or if you don't understand my
	Page 11		Page 13
1	becomes necessary, which we don't expect that	1	questions for any other reason, let me know,
2	it will, but just wanted to put that on the	2	ask me again, ask me for clarification, don't
3	record.	3	hesitate to do that.
4	MR. GREENE: Okay.	4	A. Okay.
5	BY MS. TURNER FRIEDMAN:	5	Q. We can't talk over each other. So if you
6	Q. Now, can you please state your name for	6	could wait for me to finish my question and
7	the record.	7	then answer, I will wait for you to finish
8	A. Mark Westphal.	8	your answer before I jump into my next
9	Q. Mark, have you been deposed before?	9	question. And of course you can take a break
10	A. I have.	10	whenever you want. This isn't an endurance
11	Q. Can you tell me when?	11	test. The only thing I'll ask is that if
12 13	A. One time; 2012.Q. What was that in regards to?	12 13	there's a question pending, that you answer the question before asking for a break unless
14	Q. What was that in regards to?A. A litigation titled National Pasturized	13	of course it's to discuss privilege concerns
15	Eggs versus Michael Foods.	15	with counsel.
16	Q. What was the general subject of that	16	Again, if you don't understand any of my
17	litigation?	17	questions, don't hesitate to ask for
18	A. It was a patent infringement case.	18	clarification?
19	Q. Did you testify in your personal	19	MR. GREENE: Before we get to the
20	capacity?	20	substance of the questioning, could we just
21	A. I did.	21	we don't need to go off the record. But I'm
22	Q. Not as a 30(b)(6) witness?	22	wondering if the court reporter could just
23	A. No.	23	help with the
24	Q. Were there any antitrust claims in that	24	THE COURT REPORTER: I'm going to
25	action?	25	go off the written record.

4 (Pages 10 - 13)

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	Page 14	1	Page 16
1	I think we should go off the video.	1	within the company.
2	THE VIDEOGRAPHER: We are going off		Q. And do you remember the two topics that
3	the record.	3	you spoke to Mark Anderson about?
4	The time now is 9:11 a.m.	4	A. I spoke to Mark regarding pricing in
5	(Off the record.)	5	retail to confirm my understanding, and also,
6	THE VIDEOGRAPHER: We are back on	6	I believe it was the last topic on my list,
7	the record.	7	relative to how we communicate with our retail
8	Time now is 9:15.	8	customers in regards to shell eggs.
9	BY MS. TURNER FRIEDMAN:	9	Q. Okay. Have you spoken with any of the
10	Q. Mr. Westphal, is that how you say your	10	other employees of Michael Foods who have been
11	name?	11	deposed in this case about your deposition?
12	A. Yes.	12	A. Not about my deposition.
13	Q. Okay. What did you do to prepare for	13	Q. Have you read any of their testimony or
14	your deposition today?	14	summaries of their testimony?
15	A. I met with external counsel a couple	15	A. No.
16	times, including yesterday, and had a	16	Q. All right. I'm going to hand you
17	conversation also with my general counsel.	17	Exhibit
18	Q. Okay. And a couple of times, is that two	18	MS. TURNER FRIEDMAN: Are we doing
19	times?	19	one?
20	A. Two.	20	MR. GREENE: Call this Westphal 1?
21	Q. When was the first meeting?	21	MS. TURNER FRIEDMAN: Sure. That
22	A. Roughly two weeks, three weeks ago	22	would be great.
23	probably.	23	(Exhibit Number 1 marked for
24	Q. How long was that meeting approximately?	24	identification.)
25	A. Three hours.	25	BY MS. TURNER FRIEDMAN:
	Page 15		Page 17
1	Q. Did you look at any documents?	1	Q. Have you seen this document before?
2	A. I refreshed myself with the topics that	2	A. (Reviews document.) I have not seen this
3	were presented to me as 30(b)(6) topics, gave	3	specific document, no.
4	a lot of thought to my experience in the	4	Q. I can represent to you that this is a
5	company, my current job today relative to	5	list of all the original topics for which
6	those topics to be prepared for today.	6	Michael Foods was noticed for a 30(b)(6)
7	Q. Okay. Did you talk to any attorneys for	7	deposition.
8	any of the other defendants in this case other	8	Have you seen part of this list before?
9	than Michael Foods?	9	A. I received a list that had topic numbers
10	A. I did not.	10	on it and a description of those topics.
11	Q. Have you talked to anybody else at the	11	Q. Okay. Well, let's do this.
12	case within Michael Foods other than the	12	MS. TURNER FRIEDMAN: We'll do
13	general counsel and external counsel that you	13	Westphal Exhibit 2, which is this one.
14	identified?	14	(Exhibit Number 2 marked for
15	A. I did discuss two topics with	15	identification.)
16	Mark Anderson, our general manager of retail,	16	BY MS. TURNER FRIEDMAN:
17	to clarify my understanding of a couple of the	17	Q. So this is a letter that we received from
18	topics. And I also spoke with the head of our	18	Michael Foods' counsel regarding this
19	HR, Dennis Woodward, in regards to one of the	19	deposition. And if you look on the back,
20	topics.	20	there is a list of topics. I don't know if
21	Q. Okay. I can go through the topics with	21	this is the same list that you've seen.
22	you. But do you remember off the top of your	22	A. This is the same list, yes.
23	head which of the topics you spoke to your	23	Q. Great. So you understand that you're
24	head of HR about?	24	here to testify as a corporate representative
25	A. The question on the antitrust policies	25	on these particular topics?
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5 (Pages 14 - 17)

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	Page 18		Page 20
1	A. I do.	1	A. Yes, and experience in the company.
2	Q. Okay. Well, let's go through them. So	2	Q. So topics 21 and 31: Michael Foods will
3	the first topic is topic 9-B: The manner in	3	designate a corporate representative to
4	which prices for Michael Foods purchases of	4	provide testimony as to the extent to which
5	eggs for resale are established.	5	Michael Foods and/or the subsidiaries of
6	So is it correct that you're here today	6	Michael Foods is involved in hatching, rearing
7	to testify as a corporate representative on	7	of birds, feeding, production, processing,
8	this topic?	8	packaging, marketing and distribution.
9	A. Yes.	9	So you understand that you're here to
10	Q. And what did you do to prepare on this	10	testify as to this topic as well?
11	topic?	11	A. Yes.
12	A. Went through my experiences with the	12	Q. Okay. And what did you do to prepare for
13	company relative to this topic, my knowledge	13	this topic?
14	both inside the business working directly with	14	A. Again, reflected on my experiences in the
15	this and in my role as chief financial officer	15	company, my knowledge both within the business
16	of the company.	16	and as CFO of the company.
17	Q. Did you review any documents in preparing	17	Q. Did you talk to anybody at Michael Foods
18	for this topic?	18	about this topic?
19	A. Not for this topic.	19	A. Relative to the deposition, no.
20	Q. Do you believe that you are the employee	20	Q. Did you look at any documents relative to
21	of Michael Foods most knowledgeable about this	21	the deposition?
22	topic?	22	A. Relative to the deposition, no.
23	A. I am knowledgeable about this topic.	23	Q. So again, is it fair to say that for the
24	Q. Who else would you say might be knowledge	24	purpose of this topic, you're relying
25	about this topic at Michael Foods?	25	primarily on your personal knowledge and
	Page 19		Page 21
1	Page 19 A. I really can't say.	1	experience in the business?
2	A. I really can't say.Q. Okay. All right. So topic 16 is:	2	experience in the business? A. Correct.
2 3	A. I really can't say.Q. Okay. All right. So topic 16 is:Michael Foods will designate a corporate	2 3	experience in the business?A. Correct.Q. Topic 22 is Michael Foods setting of
2	A. I really can't say.Q. Okay. All right. So topic 16 is:Michael Foods will designate a corporate representative to provide testimony with	2 3 4	experience in the business? A. Correct. Q. Topic 22 is Michael Foods setting of prices for eggs and egg products, including
2 3 4 5	A. I really can't say. Q. Okay. All right. So topic 16 is: Michael Foods will designate a corporate representative to provide testimony with respect to Michael Foods general strategies	2 3 4 5	experience in the business? A. Correct. Q. Topic 22 is Michael Foods setting of prices for eggs and egg products, including how egg and egg product prices have carried
2 3 4 5 6	A. I really can't say. Q. Okay. All right. So topic 16 is: Michael Foods will designate a corporate representative to provide testimony with respect to Michael Foods general strategies for selling and marketing eggs including to	2 3 4 5 6	experience in the business? A. Correct. Q. Topic 22 is Michael Foods setting of prices for eggs and egg products, including how egg and egg product prices have carried over time and reasons for those changes.
2 3 4 5 6 7	A. I really can't say. Q. Okay. All right. So topic 16 is: Michael Foods will designate a corporate representative to provide testimony with respect to Michael Foods general strategies for selling and marketing eggs including to customers such as Plaintiffs and including the	2 3 4 5 6 7	experience in the business? A. Correct. Q. Topic 22 is Michael Foods setting of prices for eggs and egg products, including how egg and egg product prices have carried over time and reasons for those changes. You understand that you're here today to
2 3 4 5 6 7 8	A. I really can't say. Q. Okay. All right. So topic 16 is: Michael Foods will designate a corporate representative to provide testimony with respect to Michael Foods general strategies for selling and marketing eggs including to customers such as Plaintiffs and including the negotiation of those sales.	2 3 4 5 6 7 8	experience in the business? A. Correct. Q. Topic 22 is Michael Foods setting of prices for eggs and egg products, including how egg and egg product prices have carried over time and reasons for those changes. You understand that you're here today to testify as a corporate representative on this
2 3 4 5 6 7 8 9	A. I really can't say. Q. Okay. All right. So topic 16 is: Michael Foods will designate a corporate representative to provide testimony with respect to Michael Foods general strategies for selling and marketing eggs including to customers such as Plaintiffs and including the negotiation of those sales. Do you understand that you're here to	2 3 4 5 6 7 8 9	experience in the business? A. Correct. Q. Topic 22 is Michael Foods setting of prices for eggs and egg products, including how egg and egg product prices have carried over time and reasons for those changes. You understand that you're here today to testify as a corporate representative on this topic as well?
2 3 4 5 6 7 8 9	A. I really can't say. Q. Okay. All right. So topic 16 is: Michael Foods will designate a corporate representative to provide testimony with respect to Michael Foods general strategies for selling and marketing eggs including to customers such as Plaintiffs and including the negotiation of those sales. Do you understand that you're here to serve as a corporate representative to testify	2 3 4 5 6 7 8 9	experience in the business? A. Correct. Q. Topic 22 is Michael Foods setting of prices for eggs and egg products, including how egg and egg product prices have carried over time and reasons for those changes. You understand that you're here today to testify as a corporate representative on this topic as well? A. Yes.
2 3 4 5 6 7 8 9 10	A. I really can't say. Q. Okay. All right. So topic 16 is: Michael Foods will designate a corporate representative to provide testimony with respect to Michael Foods general strategies for selling and marketing eggs including to customers such as Plaintiffs and including the negotiation of those sales. Do you understand that you're here to serve as a corporate representative to testify on this topic?	2 3 4 5 6 7 8 9 10	experience in the business? A. Correct. Q. Topic 22 is Michael Foods setting of prices for eggs and egg products, including how egg and egg product prices have carried over time and reasons for those changes. You understand that you're here today to testify as a corporate representative on this topic as well? A. Yes. Q. Okay. What did you do to prepare for
2 3 4 5 6 7 8 9 10 11 12	A. I really can't say. Q. Okay. All right. So topic 16 is: Michael Foods will designate a corporate representative to provide testimony with respect to Michael Foods general strategies for selling and marketing eggs including to customers such as Plaintiffs and including the negotiation of those sales. Do you understand that you're here to serve as a corporate representative to testify on this topic? A. Yes.	2 3 4 5 6 7 8 9 10 11 12	experience in the business? A. Correct. Q. Topic 22 is Michael Foods setting of prices for eggs and egg products, including how egg and egg product prices have carried over time and reasons for those changes. You understand that you're here today to testify as a corporate representative on this topic as well? A. Yes. Q. Okay. What did you do to prepare for this particular topic?
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2 3 4 5 6 7 8 9 10 11 12 13 14	A. I really can't say. Q. Okay. All right. So topic 16 is: Michael Foods will designate a corporate representative to provide testimony with respect to Michael Foods general strategies for selling and marketing eggs including to customers such as Plaintiffs and including the negotiation of those sales. Do you understand that you're here to serve as a corporate representative to testify on this topic? A. Yes. Q. And what did you do to prepare for this topic?	2 3 4 5 6 7 8 9 10 11 12 13 14	experience in the business? A. Correct. Q. Topic 22 is Michael Foods setting of prices for eggs and egg products, including how egg and egg product prices have carried over time and reasons for those changes. You understand that you're here today to testify as a corporate representative on this topic as well? A. Yes. Q. Okay. What did you do to prepare for this particular topic? A. Similar to the 9-B. I guess I didn't see a differentiation here between 9-B, so it was
2 3 4 5 6 7 8 9 10 11 12 13 14 15	A. I really can't say. Q. Okay. All right. So topic 16 is: Michael Foods will designate a corporate representative to provide testimony with respect to Michael Foods general strategies for selling and marketing eggs including to customers such as Plaintiffs and including the negotiation of those sales. Do you understand that you're here to serve as a corporate representative to testify on this topic? A. Yes. Q. And what did you do to prepare for this topic? A. Again, leaning on my experience working	2 3 4 5 6 7 8 9 10 11 12 13 14 15	experience in the business? A. Correct. Q. Topic 22 is Michael Foods setting of prices for eggs and egg products, including how egg and egg product prices have carried over time and reasons for those changes. You understand that you're here today to testify as a corporate representative on this topic as well? A. Yes. Q. Okay. What did you do to prepare for this particular topic? A. Similar to the 9-B. I guess I didn't see a differentiation here between 9-B, so it was relying on, again, my experience within
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2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17	A. I really can't say. Q. Okay. All right. So topic 16 is: Michael Foods will designate a corporate representative to provide testimony with respect to Michael Foods general strategies for selling and marketing eggs including to customers such as Plaintiffs and including the negotiation of those sales. Do you understand that you're here to serve as a corporate representative to testify on this topic? A. Yes. Q. And what did you do to prepare for this topic? A. Again, leaning on my experience working within the business specifically related to this topic, and then my general knowledge as	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17	experience in the business? A. Correct. Q. Topic 22 is Michael Foods setting of prices for eggs and egg products, including how egg and egg product prices have carried over time and reasons for those changes. You understand that you're here today to testify as a corporate representative on this topic as well? A. Yes. Q. Okay. What did you do to prepare for this particular topic? A. Similar to the 9-B. I guess I didn't see a differentiation here between 9-B, so it was relying on, again, my experience within business relative to pricing in my role as CFO of the company. I also did in the case of
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18	A. I really can't say. Q. Okay. All right. So topic 16 is: Michael Foods will designate a corporate representative to provide testimony with respect to Michael Foods general strategies for selling and marketing eggs including to customers such as Plaintiffs and including the negotiation of those sales. Do you understand that you're here to serve as a corporate representative to testify on this topic? A. Yes. Q. And what did you do to prepare for this topic? A. Again, leaning on my experience working within the business specifically related to this topic, and then my general knowledge as my role as CFO with specific knowledge related	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18	experience in the business? A. Correct. Q. Topic 22 is Michael Foods setting of prices for eggs and egg products, including how egg and egg product prices have carried over time and reasons for those changes. You understand that you're here today to testify as a corporate representative on this topic as well? A. Yes. Q. Okay. What did you do to prepare for this particular topic? A. Similar to the 9-B. I guess I didn't see a differentiation here between 9-B, so it was relying on, again, my experience within business relative to pricing in my role as CFO of the company. I also did in the case of this topic, as it was not clear specific to
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18	A. I really can't say. Q. Okay. All right. So topic 16 is: Michael Foods will designate a corporate representative to provide testimony with respect to Michael Foods general strategies for selling and marketing eggs including to customers such as Plaintiffs and including the negotiation of those sales. Do you understand that you're here to serve as a corporate representative to testify on this topic? A. Yes. Q. And what did you do to prepare for this topic? A. Again, leaning on my experience working within the business specifically related to this topic, and then my general knowledge as my role as CFO with specific knowledge related to that topic.	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19	experience in the business? A. Correct. Q. Topic 22 is Michael Foods setting of prices for eggs and egg products, including how egg and egg product prices have carried over time and reasons for those changes. You understand that you're here today to testify as a corporate representative on this topic as well? A. Yes. Q. Okay. What did you do to prepare for this particular topic? A. Similar to the 9-B. I guess I didn't see a differentiation here between 9-B, so it was relying on, again, my experience within business relative to pricing in my role as CFO of the company. I also did in the case of this topic, as it was not clear specific to retail or other channels, I did speak to Mark
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20	A. I really can't say. Q. Okay. All right. So topic 16 is: Michael Foods will designate a corporate representative to provide testimony with respect to Michael Foods general strategies for selling and marketing eggs including to customers such as Plaintiffs and including the negotiation of those sales. Do you understand that you're here to serve as a corporate representative to testify on this topic? A. Yes. Q. And what did you do to prepare for this topic? A. Again, leaning on my experience working within the business specifically related to this topic, and then my general knowledge as my role as CFO with specific knowledge related to that topic. Q. Did you review any documents to prepare	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20	experience in the business? A. Correct. Q. Topic 22 is Michael Foods setting of prices for eggs and egg products, including how egg and egg product prices have carried over time and reasons for those changes. You understand that you're here today to testify as a corporate representative on this topic as well? A. Yes. Q. Okay. What did you do to prepare for this particular topic? A. Similar to the 9-B. I guess I didn't see a differentiation here between 9-B, so it was relying on, again, my experience within business relative to pricing in my role as CFO of the company. I also did in the case of this topic, as it was not clear specific to retail or other channels, I did speak to Mark Anderson in regards to this topic.
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21	A. I really can't say. Q. Okay. All right. So topic 16 is: Michael Foods will designate a corporate representative to provide testimony with respect to Michael Foods general strategies for selling and marketing eggs including to customers such as Plaintiffs and including the negotiation of those sales. Do you understand that you're here to serve as a corporate representative to testify on this topic? A. Yes. Q. And what did you do to prepare for this topic? A. Again, leaning on my experience working within the business specifically related to this topic, and then my general knowledge as my role as CFO with specific knowledge related to that topic. Q. Did you review any documents to prepare for this topic?	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21	experience in the business? A. Correct. Q. Topic 22 is Michael Foods setting of prices for eggs and egg products, including how egg and egg product prices have carried over time and reasons for those changes. You understand that you're here today to testify as a corporate representative on this topic as well? A. Yes. Q. Okay. What did you do to prepare for this particular topic? A. Similar to the 9-B. I guess I didn't see a differentiation here between 9-B, so it was relying on, again, my experience within business relative to pricing in my role as CFO of the company. I also did in the case of this topic, as it was not clear specific to retail or other channels, I did speak to Mark Anderson in regards to this topic. Q. I can see a trend, but I'm going to go
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22	A. I really can't say. Q. Okay. All right. So topic 16 is: Michael Foods will designate a corporate representative to provide testimony with respect to Michael Foods general strategies for selling and marketing eggs including to customers such as Plaintiffs and including the negotiation of those sales. Do you understand that you're here to serve as a corporate representative to testify on this topic? A. Yes. Q. And what did you do to prepare for this topic? A. Again, leaning on my experience working within the business specifically related to this topic, and then my general knowledge as my role as CFO with specific knowledge related to that topic. Q. Did you review any documents to prepare for this topic? A. Not for purposes of the deposition, no.	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22	experience in the business? A. Correct. Q. Topic 22 is Michael Foods setting of prices for eggs and egg products, including how egg and egg product prices have carried over time and reasons for those changes. You understand that you're here today to testify as a corporate representative on this topic as well? A. Yes. Q. Okay. What did you do to prepare for this particular topic? A. Similar to the 9-B. I guess I didn't see a differentiation here between 9-B, so it was relying on, again, my experience within business relative to pricing in my role as CFO of the company. I also did in the case of this topic, as it was not clear specific to retail or other channels, I did speak to Mark Anderson in regards to this topic. Q. I can see a trend, but I'm going to go through each one of these. No surprises yet.
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23	A. I really can't say. Q. Okay. All right. So topic 16 is: Michael Foods will designate a corporate representative to provide testimony with respect to Michael Foods general strategies for selling and marketing eggs including to customers such as Plaintiffs and including the negotiation of those sales. Do you understand that you're here to serve as a corporate representative to testify on this topic? A. Yes. Q. And what did you do to prepare for this topic? A. Again, leaning on my experience working within the business specifically related to this topic, and then my general knowledge as my role as CFO with specific knowledge related to that topic. Q. Did you review any documents to prepare for this topic? A. Not for purposes of the deposition, no. Q. So is it fair to say that for the purpose	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23	experience in the business? A. Correct. Q. Topic 22 is Michael Foods setting of prices for eggs and egg products, including how egg and egg product prices have carried over time and reasons for those changes. You understand that you're here today to testify as a corporate representative on this topic as well? A. Yes. Q. Okay. What did you do to prepare for this particular topic? A. Similar to the 9-B. I guess I didn't see a differentiation here between 9-B, so it was relying on, again, my experience within business relative to pricing in my role as CFO of the company. I also did in the case of this topic, as it was not clear specific to retail or other channels, I did speak to Mark Anderson in regards to this topic. Q. I can see a trend, but I'm going to go through each one of these. No surprises yet. Okay.
2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22	A. I really can't say. Q. Okay. All right. So topic 16 is: Michael Foods will designate a corporate representative to provide testimony with respect to Michael Foods general strategies for selling and marketing eggs including to customers such as Plaintiffs and including the negotiation of those sales. Do you understand that you're here to serve as a corporate representative to testify on this topic? A. Yes. Q. And what did you do to prepare for this topic? A. Again, leaning on my experience working within the business specifically related to this topic, and then my general knowledge as my role as CFO with specific knowledge related to that topic. Q. Did you review any documents to prepare for this topic? A. Not for purposes of the deposition, no.	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22	experience in the business? A. Correct. Q. Topic 22 is Michael Foods setting of prices for eggs and egg products, including how egg and egg product prices have carried over time and reasons for those changes. You understand that you're here today to testify as a corporate representative on this topic as well? A. Yes. Q. Okay. What did you do to prepare for this particular topic? A. Similar to the 9-B. I guess I didn't see a differentiation here between 9-B, so it was relying on, again, my experience within business relative to pricing in my role as CFO of the company. I also did in the case of this topic, as it was not clear specific to retail or other channels, I did speak to Mark Anderson in regards to this topic. Q. I can see a trend, but I'm going to go through each one of these. No surprises yet.

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Page 24 A. Not on topic 22. Q. Okay. Topic 34, Michael Foods' antitrust you're here to serve as a corporate representative on this topic as well? Fremework and the topic related to. Topic? A. Okay. So is it fair to say for the purpose of this topic? A. Okay. So is it fair to say for the purpose of this topic personal knowledge to the extent you get questions? A. On this topic I did review our business on oduct policies. And then reflected on my experience here, I am a part of the business conduct committee. We have a three-person committee. I am one of those individuals on that committee. I also spoke to our general counsel, Carrie Wolski, in regards to this topic. Q. Did you look at any other documents other topic that you also spoke to somebody from HR. Page 23 A. No, just the business conduct policies. Page 24 Q. Did you look at tany other documents other topic that you also spoke to somebody from HR. Page 25 A. Oh, I apologize. Yes. Dennis Woodward as also, our head of HR, in addition to Carrie. Q. Okay. Then topic 37, which, if any, data reports on egg retuil pricing from services subscribes, you understand that your here to testify on this topic on behalf of Michael Foods subscribes, you understand that your here to testify on this topic on behalf of Michael foods and the topic as and the retail prices of shell eggs i purchases and the retail prices of shell eggs i purchases and the retail prices of shell eggs spi purchases and the retail prices of shell eggs spi purchases and the retail prices of shell eggs spi purchases and the retail prices of shell eggs spi purchases and the retail prices of shell eggs spi purchases and the retail prices of shell eggs spi purchases and the retail prices of shell eggs spi purchases and the retail prices of shell eggs spi purchases and the retail prices of shell eggs spi purchases and the retail prices of shell eggs spi purchases and the retail prices of shell eggs spi purchases and the retail prices of shell eggs spi purchases and the retail prices of s		HIGHLY CO	NI IL	ZENTIME
2 Q. Okay. Topic 34, Michael Foods' antitrust you're here to serve as a corporate to you're here to serve as a corporate prepresentative on this topic as well? 5 representative on this topic as well? 6 A. Yes. 7 Q. What did you do to prepare for this topic? 8 topic? 9 A. On this topic I did review our business conduct policies. 10 conduct policy currently. I also reviewed some prior year business conduct policies. 11 and then reflected on my experience here, I am a part of the business conduct committee. We have a three-person committee. I am one of those individuals on that committee today. So reflected on the experiences and our responsibilities under that committee. I also spoke to our general counsel, Carrie Wolski, in regards to this topic. 10 Q. Did you look at any other documents other than the business conduct policies. 11 A. No, just the business conduct policies. 12 A. Oh, I apologize. Yes. Dennis Woodward also, our head of HR, in addition to Carrie. 12 A. Oh, I apologize. Yes. Dennis Woodward also, our head of HR, in addition to Carrie. 13 A. I didn't do anything, because I was not clear on what the topic reletique to. 14 Clear on what the topic reletive I on what the topic our relying on your personal knowledge to the extent you get questions? 2 A. On this topic I did review our business. 2 A. Yes. 10 Q. Okay. And then topic 39, how Michael Foods was defented by our heare also to testify about this topic? 12 A. Of the business conduct policies. 13 A. I did speak to Mark Anderson, our general manager of retail, to confirm my understanding related to this topic. 14 C. Okay. Then topic 37, which, if any, data reports on egg retail pricing from services see which Michael Foods such sar RI, ACNielson or other third-party reporting services to which Michael Foods such sar RI, ACNielson or other third party receiving a monthly report. I am part of that did you do to prepare on this topic? 10 Q. What did you do to prepare on this topic? 11 A. Yes. 12 Q. What did you do to prepare on th		Page 22		Page 24
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4 you're here to serve as a corporate representative on this topic as well? 5 representative on this topic as well? 6 A. Yes. 7 Q. What did you do to prepare for this topic? 8 A. On this topic I did review our business conduct policies. 10 conduct policy currently. T also reviewed 15 some prior year business conduct policies. 11 some prior year business conduct policies. 12 And then reflected on my experience here, I am 13 a part of the business conduct committee. We have a three-person committee. I am one of those individuals on that committee today. So 15 reflected on the experiences and our responsibilities under that committee. I also 17 responsibilities under that committee. I also 18 spoke to our general counsel, Carrie Wolski, 18 in regards to this topic. 10 Q. Did you look at any other documents other 12 than the business conduct policies that you 20 mentioned? 11 day 18 may 19 may 20 mentioned? 12 A. Oh, I apologize. Yes. Dennis Woodward 3 also, our head of HR, in addition to Carrie. 14 Q. Okay. Then topic 37, which, if any, data reports on egg retail pricing from services such as IRI, ACNielson or other third-party reporting services to which Michael Foods such as IRI, ACNielson or other third-party reporting services to which Michael Foods such as IRI, acnie Michael 19 Foods? 14 Reflected on my experiences here of receiving a monthly report. I am part of that 5 distribution list. I also spoke to Mark Anderson, our general manager of retail, to confirm my understanding related to this topic? 14 A. Pos. 19 Did you go to college? 15 A. Yes. 19 Did you go to college? 16 A. I did. 19 Did you go to college? 17 Page 25 Did you go to any further school after 19 you graduated work-wise? 18 A. I are almost topic relying on your relationship between farm price, the price 20 Michael Foods on Shell eggs, you 21 did speak to Mark Anderson, our general amanager of retail, to confirm my understanding related to this topic? 18 A. I are almost topic relationship between farm price, the price 20 Michael Foods on this t	2		2	topic?
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7 Q. What did you do to prepare for this 8 topic? 9 A. On this topic I did review our business 10 conduct policy currently. I also reviewed 11 some prior year business conduct policies. 12 And then reflected on my experience here, I am 13 a part of the business conduct committee. We 14 have a three-person committee. I am one of 15 those individuals on that committee today. So 16 reflected on the experiences and our 17 responsibilities under that committee. I also 18 spoke to our general counsel, Carrie Wolski, 19 in regards to this topic. 10 Q. Okay. And then topic 39, how Michael 17 topic did never here also to testify 18 about this topic? 19 than the business conduct policies that you 20 mentioned? 21 than the business conduct policies that you 21 mentioned? 22 A. No., just the business conduct policies. 24 Q. I believe you may have mentioned on this topic that you also spoke to somebody from HR. 25 topic that you also spoke to somebody from HR. 26 topic that you also spoke to somebody from HR. 27 reporting services to which Michael Foods 28 such as IRI, ACNiclson or other third-party 29 reporting services to which Michael Foods 30 A. Reflected on my experiences here of testify on this topic on behalf of Michael 30 Anderson, our general manager of retail, to confirm my understand that you're here to testify on this topic on behalf of Michael 30 Anderson, our general manager of retail, to confirm my understand that you're here to testify on this topic on other third-party 40 C. Okay. Then topic 37, which, if any, data for proprising services to which Michael Foods 41 receiving a monthly report. I am part of that distribution list. I also spoke to Mark 42 A. Reflected on my experiences here of receiving a monthly report. I am part of that distribution list. I also spoke to Mark 43 A. Reflected on my experiences here of receiving a monthly report. I am part of that distribution list. I also spoke to Mark 44 A. I did not. 45 A. I did not. 46 A. I did not. 47 Q. What did you do after you graduated wowk-wise? 48 A.	5	representative on this topic as well?	5	Q. Okay. So is it fair to say for the
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those individuals on that committee today. So reflected on the experiences and our responsibilities under that committee. I also spoke to our general counsel, Carrie Wolski, in regards to this topic. Q. Did you look at any other documents other than the business conduct policies that you mentioned? A. No, just the business conduct policies. by topic that you also spoke to somebody from HR. Page 23 Am I remembering correctly? A. Oh, I apologize. Yes. Dennis Woodward also, our head of HR, in addition to Carrie. Q. Okay. Then topic 37, which, if any, data reports on egg retail pricing from services such as IRI, ACNielson or other third-party reporting services to which Michael Foods subscribes, you understand that you're here to testify on this topic on behalf of Michael Foods? Q. What did you do to prepare on this topic. Q. What did you do to prepare for this topic. A. I did speak to Mark Anderson, our general manager of retail, to confirm my understanding related to this topic. Colory and the full speak to Mark Anderson, our general manager of retail, to confirm my understanding related to this topic. Than the business conduct policies that you mentioned? A. I did speak to Mark Anderson, our general manager of retail, to confirm my understanding related to this topic. Than the business conduct policies that you mentioned? A. I did speak to Mark Anderson, our general manager of retail, to confirm my understanding related to this topic. Than I did speak to Mark Anderson, our general manager of retail, to confirm my understanding related to this topic. A. I did speak to Mark Anderson, our general manager of retail, to confirm my understanding related to this topic. A. I did speak to Mark Anderson, our general manager of retail, to confirm my understanding related to this topic. A. I am approaching my 19th year with Michael Foods. A. I am approaching my 19th year with Michael Foods. A. I graduated from Mankato State University. Q. What was your major? A. Bachelor of Science in accounting. A. Bach	13	a part of the business conduct committee. We	13	understand that you're here also to testify
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17 Q. What did you do after you graduated 18 topic. 18 work-wise? 19 Q. Okay. And then number 38, the 19 A. I actually interned with a company called 20 relationship between farm price, the price 20 Grant Thornton in Minneapolis. They're a 21 Michael Foods pays for shell eggs it purchases 21 national public accounting firm. I then went 22 and the retail prices of shell eggs, you 22 to work with Grant Thornton after graduating 23 understand that you're here to testify on 23 from Mankato State here in the Minneapolis 24 office.	15	distribution list. I also spoke to Mark	15	you graduated?
topic. 18 work-wise? 19 Q. Okay. And then number 38, the 20 relationship between farm price, the price 21 Michael Foods pays for shell eggs it purchases 22 and the retail prices of shell eggs, you 23 understand that you're here to testify on 24 behalf of Michael Foods on this topic as well? 18 work-wise? 19 A. I actually interned with a company called 20 Grant Thornton in Minneapolis. They're a 21 national public accounting firm. I then went 22 to work with Grant Thornton after graduating 23 from Mankato State here in the Minneapolis 24 office.	16	Anderson, our general manager of retail, to	16	A. I did not.
19 Q. Okay. And then number 38, the 20 relationship between farm price, the price 21 Michael Foods pays for shell eggs it purchases 22 and the retail prices of shell eggs, you 23 understand that you're here to testify on 24 behalf of Michael Foods on this topic as well? 26 A. I actually interned with a company called 27 Grant Thornton in Minneapolis. They're a 28 national public accounting firm. I then went 29 to work with Grant Thornton after graduating 20 from Mankato State here in the Minneapolis 21 office.	17	confirm my understanding related to this	17	Q. What did you do after you graduated
20 relationship between farm price, the price 21 Michael Foods pays for shell eggs it purchases 22 and the retail prices of shell eggs, you 23 understand that you're here to testify on 24 behalf of Michael Foods on this topic as well? 20 Grant Thornton in Minneapolis. They're a 21 national public accounting firm. I then went 22 to work with Grant Thornton after graduating 23 from Mankato State here in the Minneapolis 24 office.	18	topic.	18	work-wise?
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22 and the retail prices of shell eggs, you 23 understand that you're here to testify on 24 behalf of Michael Foods on this topic as well? 25 to work with Grant Thornton after graduating 26 from Mankato State here in the Minneapolis 27 office.	20	relationship between farm price, the price	20	Grant Thornton in Minneapolis. They're a
23 understand that you're here to testify on 23 from Mankato State here in the Minneapolis 24 behalf of Michael Foods on this topic as well? 24 office.	21	Michael Foods pays for shell eggs it purchases	21	national public accounting firm. I then went
24 behalf of Michael Foods on this topic as well? 24 office.	l	and the retail prices of shell eggs, you	22	to work with Grant Thornton after graduating
				-
25 A. Yes. 25 Q. Okay. How long did you work with Grant				
	25	A. Yes.	25	Q. Okay. How long did you work with Grant

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	Page 26		Page 28
1	Thornton?	1	which was a role that was side by side. We
2	A. I worked with them from 1989 to June of	2	were the finance support network of the sales
3	1995.	3	organization for food service and food
4	Q. What was your job with Grant Thornton?	4	ingredient and I led that organization.
5	A. I was in the audit department, worked my	5	Q. Can you explain to me what the financial
6	way up to senior manager in the audit	6	support aspect of that would have entailed?
7	department. And my primary client, both my	7	A. It involved working directly with sales,
8	internship and my employment with Grant	8	directly with vice president of sales. And it
9	Thornton, was Michael Foods.	9	was providing the support needed to either
10	Q. Forgive me for not knowing this. But	10	negotiate with our customers, make
11	what does it mean to work in the audit	11	recommendations on pricing, to go to customers
12	department at a national public accounting	12	at times. It involved actually meeting with
13	firm?	13	customers, negotiating with our sales folks.
14	A. We executed financial audits of	14	Our organization also supported sales through
15	companies. So we were the auditors of record	15	knowledge of grain markets, egg markets that
16	for Michael Foods, and then I worked on a	16	the sales folks may not have been as familiar
17	number of other clients.	17	with. And then the other part of that
18	Q. And then in 1985 no, '95 I can't	18	organization that I led was working the I'll
19	remember if you said '85 or '95.	19	call it day-to-day operations of the revenue
20	A. '95.	20	cycle of the business. So it was pricing an
21	Q. '95. 1995, what did you do then?	21	order, billing an order and, you know, making
22	A. June of 1995, I was hired by John Reedy,	22	sure that that pricing was in relation to the
23	the then-CFO of Michael Foods, to come work	23	contract.
24	for Michael Foods in their corporate office.	24	Q. And how long did you stay in your role as
25	Q. What was your job in their corporate	25	VP of sales, planning and analysis?
	Page 27		Page 29
1	office in 1995?	1	A. I stayed in that role until January 30th
2	A. Initially it was to lay out the financial	2	of 2006. At that time I was essentially
3	reporting strategy around SAP. SAP is a	3	pulled out of that role. I was promoted to
4	computer system that we were in the process of	4	senior vice president of finance. I was
5	implementing at Michael Foods. So I began in	5	placed in a role that for succession plan
6	that role shortly after I was hired. We	6	and development purposes I was being groomed
7	started the due diligence on an acquisition of	7	to take over the CFO role. Our CFO was
8	a company by the name of Papetti's. And I led	8	planning on retiring. So I worked side by
9	the due diligence effort associated with that	9	side I reported directly to John Reedy, our
10	acquisition. I then took once we acquired	10	CFO. I also worked side by side with a
11	that company in February of '97, I replaced	11	gentleman by the name of J.D. Clarkson
12	the CFO of Papetti's and relocated to	12	Q. Uh-huh.
13	New Jersey where their headquarters were.	13	A who was pulled out of the business
14	Q. How long did you work as CFO of	14	into president and COO. And his ultimate
15		15	succession was to become the CEO of the
	Papetti's?	13	succession was to become the CLO of the
16	Papetti's? A. I was there from 1997 to the middle of	16	company.
16 17	-		
	A. I was there from 1997 to the middle of	16	company.
17	A. I was there from 1997 to the middle of 2001.	16 17	company. Q. And now you are CFO of Michael Foods?
17 18	A. I was there from 1997 to the middle of 2001.Q. In that role as CFO?	16 17 18	company. Q. And now you are CFO of Michael Foods? A. So I worked in that role until
17 18 19	A. I was there from 1997 to the middle of 2001.Q. In that role as CFO?A. Yes.	16 17 18 19	company. Q. And now you are CFO of Michael Foods? A. So I worked in that role until January 1st of 2008 when I took over the CFO
17 18 19 20	 A. I was there from 1997 to the middle of 2001. Q. In that role as CFO? A. Yes. Q. And what did you do in 2001? A. I relocated back here to Minneapolis. We brought all the back-office operations of 	16 17 18 19 20 21 22	company. Q. And now you are CFO of Michael Foods? A. So I worked in that role until January 1st of 2008 when I took over the CFO role of Michael Foods.
17 18 19 20 21 22 23	 A. I was there from 1997 to the middle of 2001. Q. In that role as CFO? A. Yes. Q. And what did you do in 2001? A. I relocated back here to Minneapolis. We brought all the back-office operations of Papetti's back to Minneapolis to the corporate 	16 17 18 19 20 21 22 23	company. Q. And now you are CFO of Michael Foods? A. So I worked in that role until January 1st of 2008 when I took over the CFO role of Michael Foods. Q. I just want to go back for a moment. When you were VP of sales, planning and analysis, was that just for Papetti's, or was
17 18 19 20 21 22 23 24	 A. I was there from 1997 to the middle of 2001. Q. In that role as CFO? A. Yes. Q. And what did you do in 2001? A. I relocated back here to Minneapolis. We brought all the back-office operations of Papetti's back to Minneapolis to the corporate office. And I took a role, which was vice 	16 17 18 19 20 21 22 23 24	company. Q. And now you are CFO of Michael Foods? A. So I worked in that role until January 1st of 2008 when I took over the CFO role of Michael Foods. Q. I just want to go back for a moment. When you were VP of sales, planning and analysis, was that just for Papetti's, or was that for all of Michael Foods?
17 18 19 20 21 22 23	 A. I was there from 1997 to the middle of 2001. Q. In that role as CFO? A. Yes. Q. And what did you do in 2001? A. I relocated back here to Minneapolis. We brought all the back-office operations of Papetti's back to Minneapolis to the corporate 	16 17 18 19 20 21 22 23	company. Q. And now you are CFO of Michael Foods? A. So I worked in that role until January 1st of 2008 when I took over the CFO role of Michael Foods. Q. I just want to go back for a moment. When you were VP of sales, planning and analysis, was that just for Papetti's, or was

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1 Q. That was for all of Michael Foods. Did 2 Papetti's have its own VP of sales and 3 analysis at the time or - 4 A. So when we bought Papetti's they were a 5 very family-oriented company. So they didn't 6 have some of these resources. So I spent a 7 lot of time in New Jersey setting up that 8 function relative to the Papetti's sales 9 organization. When we came back to 10 Minneapolis on the back office we were also 11 combining our sales forces. So we went from 12 two sales forces to one sales force that was 13 supported solely by the sales, planning and 14 analysis organization. 15 Q. Okay. 16 MS. TURNER FRIEDMAN: I'm going to 17 do this. Wait. We have to label it first. 18 (Eshbit Number 3 marked for 19 identification.) 20 BY MS. TURNER FRIEDMAN: 19 identification. 21 Q. Have you seen this document before? 22 A. (Reviews document.) I've seen a lot of 23 organization charts. Thm ot sure 24 specifically if I've seen this one. 25 Q. Okay. If you look under - in verty small 2 writing under the bottom box that appears to 2 be dated February 22nd, 2005. 3 A. Okay. 4 Q. I don't know if you can tell. I think. 5 Okay. So in February of 2005 we just 6 discussed you were in the role of senior vice 7 president of finance? 3 A. Okay. 4 Q. Oh, 2006. My mistake. I have that 1 written down. 12 So you were still doing sales, planning and analysis as of 2006? 4 A. Yes. We renamed it customer planning and analysis as of 2006? 4 A. Yes. We renamed it customer planning and 15 analysis. So it was initially set up as 3 and analysis as of 2006? 4 A. Yes. We renamed it customer planning and 15 analysis. So it was initially set up as 3 and analysis as of 2006? 4 A. Yes. We renamed it customer planning and 15 and partition of the pepting chain with respect to your 16 as representation of the pepting chain with respect to your 17 or the propring chain with respect to your 17 or the perting chain with respect to your 18 or the propring chain with respect to your 19 or the pepting chain with respect to your 19 or the pepting chain with			T 11	·
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5 very familly-oriented company. So they didn't 6 have some of these resources. So I spent a 7 lot of time in New Jersey setting up that 8 function relative to the Papetti's sales 9 organization. When we came back to 10 Minneapolis on the back office we were also 11 combining our sales forces. So we went from 12 two sales forces to one sales force that was 13 supported solely by the sales, planning and 14 analysis organization. 15 Q. Okay. 16 MS. TURNER FRIEDMAN: I'm going to 17 do this. Wait. We have to label it first. 18 (Exhibit Number 3 marked for 19 identification.) 20 BY MS. TURNER FRIEDMAN: 21 Q. Have you seen this document before? 22 A. (Reviews document.) I've seen a lot of 23 organization charts. I'm not sure 24 specifically if I've seen this one. 25 Q. Okay. If you look under in very small 26 discussed you were in the role of senior vice 27 president of finance? 28 A. No, I took that role January 30th of 29 2006. 29 Q. Oh, 2006. My mistake. I have that 11 written down. 20 Q. Oh, 2006. My mistake. I have that 11 written down. 21 So you were still doing sales, planning and 22 analysis, work in only egg products? 23 h. No, 2 gg products and potato products. 24 A. No. 25 Q. Did all of the people on this org chart 26 work in the egg products division as well as 27 work in the egg products division as well as 28 with respect to potato products for Michael 29 dealings with our cheese company, Crystal 29 A. No. 20 Q. Okay. If you look under in very small 20 Earns. 21 Q. Okay. When you were in your role as VP 22 of sales, planning and analysis, did you ever 23 attend any UEP meetings? 24 A. No. 25 Q. Were you ever a UEP board member? 26 A. No. 27 Q. Were you involved in any way in the 28 decision of Michael Foods to join the UEP 29 Certified program, which I believe was also 29 A. No. 30 A. Okay. 31 A. Okay. 42 Q. I don't know if you can tell. I think. 43 Color than the role of senior vice 34 A. No. 35 A. No. 36 A. No. 37 A. No. 38 A. No. 39 A. No. 30 A. No. 40 P. I don't know if you can tell. I think.		· · · · · · ·		
6 have some of these resources. So I spent a 7 lot of time in New Jersey setting up that 8 function relative to the Papetti's sales 9 organization. When we came back to 10 Minneapolis on the back office we were also 11 combining our sales forces. So we went from 12 two sales forces to one sales force that was 13 supported solely by the sales, planning and 14 analysis organization. 15 Q. Okay. 16 MS. TURNER FRIEDMAN: I'm going to 17 do this. Wait. We have to label it first. 18 (Exhibit Number 3 marked for 19 identification.) 10 BY MS. TURNER FRIEDMAN: 11 writing under the bottom box that appears to 22 A. (Reviews document.) I've seen a lot of 23 organization charts. I'm not sure 24 specifically if I've seen this one. 25 Q. Okay. If you look under in very small 1 writing under the bottom box that appears to 26 discussed you were in the role of senior vice 27 persident of finance? 28 A. No, I took that role January 30th of 29 2006. 10 Q. Oh, 2006. My mistake. I have that 11 written down. 12 So you were still doing sales, planning 13 and analysis as of 2006? 14 A. Yes. We renamed it customer planning and 15 analysis. So it was nitially set up as 16 sales, planning and analysis, but it's the 17 same role. 18 Q. The same role? 19 A. Yes. 20 Q. And does this accurately represent sort 21 of the reporting chain with respect to your 22 job in 2005? 23 A. This does not have this is I'll call 24 it the operational organizational chart. So I				
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25 set celle and additional to the Donder over 25 1 d CAS 1 1 D 11	20 21 22 23	of the reporting chain with respect to your job in 2005? A. This does not have this is I'll call	21 22	A. I was aware of the discussions. I was not involved in any way in the decision.Q. Okay. In your in the work you did in
25 actually reported directly to John Reedy, our 25 whether any of Michael Foods' customers wanted	20 21 22 23 24	of the reporting chain with respect to your job in 2005? A. This does not have this is I'll call it the operational organizational chart. So I	21 22 23 24	A. I was aware of the discussions. I was not involved in any way in the decision.Q. Okay. In your in the work you did in sales, were you at all involved in analyzing

9 (Pages 30 - 33)

	Page 34		Page 36
1	certified eggs at that time?	1	Incorporated handle the marketing of the egg
2	A. I was not.	2	products for Michael Foods?
3	Q. So Michael Foods has an egg products	3	A. Yes.
4	division, correct?	4	Q. What about distribution of Michael Foods'
5	A. Correct.	5	egg products, is that done by Michael Foods
6	Q. Is that its own corporate entity?	6	Incorporated?
7	A. We have multiple legal entities that make	7	A. Again, I believe it's all owned by the
8	up a what we call a reporting segment	8	subsidiaries.
9	called egg products.	9	Q. Okay. Let's do Westphal 4.
10	Q. What are the legal entities that make up	10	(Exhibit Number 4 marked for
11	that reporting segment?	11	identification.)
12	A. There are a number of them. The larger	12	BY MS. TURNER FRIEDMAN:
13	ones are M.G. Walbaum company, Papetti's	13	Q. So this one, it got stapled a little
14	Hygrade Egg Products.	14	weirdly. I found that the best way to look at
15	Q. Are there any others that you can think	15	it is like this (indicating) and then we can
16	of?	16	flip that one to the extent that helps.
17	A. I don't believe there are. But the legal	17	Have you ever seen this presentation or
18	structure I'm not perfectly familiar with	18	this document before?
19	the legal structure. But those are the two	19	A. (Reviews document.) I'm familiar with
20	primary entities.	20	the management presentation from August of
21	MR. GREENE: And for the record,	21	2007.
22	when Mr. Westphal is asked questions that	22	Q. Did you participate in this presentation?
23	aren't on the list of topics, that is not	23	A. I did, yes.
24	corporate testimony.	24	Q. Okay. I'm going to
25	MS. TURNER FRIEDMAN: Okay.	25	MR. GREENE: Do you want to put the
	-		• 1
	Dage 25		Daga 27
1	Page 35 BY MS. TURNER FRIEDMAN:	1	Page 37 Bates numbers in the record?
	BY MS. TURNER FRIEDMAN:	1 2	Bates numbers in the record?
1 2 3	BY MS. TURNER FRIEDMAN: Q. Does Michael Foods Incorporated, that		
2	BY MS. TURNER FRIEDMAN: Q. Does Michael Foods Incorporated, that entity to your knowledge own any egg	2	Bates numbers in the record? MS. TURNER FRIEDMAN: Oh, sure.
2 3 4	BY MS. TURNER FRIEDMAN: Q. Does Michael Foods Incorporated, that entity to your knowledge own any egg production facilities?	2 3	Bates numbers in the record? MS. TURNER FRIEDMAN: Oh, sure. The Bates number of this document is MFI0156884.
2 3 4 5	BY MS. TURNER FRIEDMAN: Q. Does Michael Foods Incorporated, that entity to your knowledge own any egg production facilities? A. Not to my knowledge.	2 3 4	Bates numbers in the record? MS. TURNER FRIEDMAN: Oh, sure. The Bates number of this document is MFI0156884. BY MS. TURNER FRIEDMAN:
2 3 4	BY MS. TURNER FRIEDMAN: Q. Does Michael Foods Incorporated, that entity to your knowledge own any egg production facilities? A. Not to my knowledge. Q. Do you know if they own any pullet farms?	2 3 4 5	Bates numbers in the record? MS. TURNER FRIEDMAN: Oh, sure. The Bates number of this document is MFI0156884. BY MS. TURNER FRIEDMAN: Q. And this is an August appears to be an
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	Indie Teor	11.12	
1	Page 38	1	Page 40
1	is relevant to topics 21 and 31 which is the	1	the entry into that business.
2	extent to which Michael Foods and its	2	Q. Okay. Do you know when Michael Foods
3	subsidiaries does the various parts of the egg	3	entered the processed eggs products business
4	production business, which I'm getting there.	4	whether Michael Foods produced any of its own
5	MR. GREENE: Okay.	5	eggs?
6	BY MS. TURNER FRIEDMAN:	6	A. Produced their own, meaning
7	Q. Okay. Do you know if in 1987, when	7	Q. Meaning had layer houses that laid eggs.
8	Michael Foods became a public company, whether	8	A. M.G. Waldbaum did, yes. So as part of
9	it owned any egg production facilities?	9	that acquisition, we acquired laying
10	A. I don't know in 1987.	10	facilities.
11	Q. Okay. Did Michael Foods produce	11	Q. So M.G. Waldbaum had layer facilities.
12	egg processed egg products in 1987, do you	12	Does it still have laying facilities?
13	know?	13	A. Yes.
14	A. Michael Foods? Which entity are you	14	Q. Are you aware of whether it's had
15	referring to?	15	M.G. Waldbaum has had laying facilities
16	Q. I guess I'm referring to the new the	16	consistently since 1988?
17	Michael Foods Inc. which became its own	17	A. They have.
18	company, I believe is that in 1987?	18	Q. And M.G. Waldbaum does it have pullet
19	A. Michael Foods was the holding company,	19	houses as well?
20	the parent company, if you will, of the	20	A. Yes.
21	acquisition. There were subsidiaries then	21	Q. It owns pullet houses.
22	under Michael Foods when we went public.	22	Do you know if it owned pullet houses as
23	Q. What were the subsidiaries under Michael	23	far back as 1988?
24	Foods when you went public, do you know?	24	A. They did, yes.
25	A. I believe they would have been Northern	25	Q. Does M.G. Waldbaum own breaking
	Page 39		Page 41
1	Star, Crystal Foods at the time and a company		facilities?
2	that we no longer own by the name of Kohler	2	A. We don't have breaking facilities.
3	Mixed Specialties.	3	Q. Is that the wrong term?
4	Q. Okay. Do you know which subsidiary of		A. We have processing facilities that
5	Michael Foods was in the processed eggs	5	include breaking operations.
6	products business at this time, at the time	6	Q. Okay. When I say: Does Michael Foods
7	the company went public?	7	or does M.G. Waldbaum have in-line breaking
8	A. I don't believe we were in the processed	8	facilities, is that something that is a
9	eggs business.	9	reasonable question to ask?
10	Q. Okay.	10	A. That is a reasonable question.
11	A. Let me just make sure of the timeline	11	Q. Does M.G. Waldbaum own in-line breaking
12	here; yes, that's correct.	12	facilities?
13	Q. So do you know when Michael Foods go		A. We do; not all of them, but we do own
14	into the processed eggs business?	14	some in-line breaking facilities.
15	A. Not specifically but shortly after	15	Q. When you say "not all of them," what does
16	that that IPO.	16	that mean?
17	Q. And would that be with the acquisition of		A. You have in-line, which is our Gaylord,
18	M.G. Waldbaum Company in 1998?	18	Minnesota where the eggs come directly from
19	A. There were two acquisitions, but that was		the layer houses into the production facility.
20	the that was the big acquisition that got	20	And you have offline breaking which is I have
21	us into that into that business. We had	21	a farm and I have a breaking operation at that
	the technology prior to the acquisition of	22	farm where I break the eggs, bring the liquid
22			
23	Waldbaum through other acquisition, a very	23	into the plant. Or you could have a facility
		23 24 25	into the plant. Or you could have a facility that is just producing shell eggs. We are then trucking those into a facility that has a

11 (Pages 38 - 41)

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	Page 42		Page 44
1	breaking machine in the facility and we're	1	A. Correct.
2	breaking those eggs in the facility.	2	Q. Are the egg products coming out of
3	Q. Does M.G. Waldbaum own any shell egg		Papetti's and coming out of M.G. Waldbaum
4	production facilities in the last category	4	Company sold through the same team of people
5	that you just described where those eggs are	5	at Michael Foods?
6	then taken by truck to a breaking facility	6	A. Yes, they are.
7	somewhere else?	7	Q. Who does the actual distribution of those
8	A. We do. It is all local, though. So it's	8	egg products, physical distribution of those
9	literally you're trucking them a short	9	egg products?
10	distance from some of our farms into our own		A. They're done through centralized
11	breaking facilities.	11	distribution centers. So when we distribute
12	Q. Okay. Are all of the eggs produced	12	product to customers, we are distributing
13	well, let me take a step back. I'm referring	13	eggs, potatoes and to certain customers cheese
14	to M.G. Waldbaum, because that's the	14	all on the same truck. So it's a centralized
15	subsidiary I know that we're talking about.	15	distribution point.
16	What is the relationship between	16	Q. Owned by Michael Foods?
17	M.G. Waldbaum and Papetti's?	17	A. I'm not positive of the ownership. It's
18	A. They were two separate legal entities.	18	not going to be Michael Foods. It's going to
19	So the acquisition of Waldbaum in the late	19	be I think the Gaylord, Minnesota
20	'80s was an egg company. Papetti's, which we		distribution facility I believe is owned by
21	acquired in February of 1997, was also an egg		the egg products company. There's a
22	products company, so they are two separate	22	distribution center in Lake Mills, Wisconsin
23	subsidiaries as we have them legally today.	23	that's owned by Crystal Farms. So it's owned
24	The business today is run as an egg products	24	within the subsidiaries, not completely
25	business.	25	positive of exactly who owns them.
	Page 43		Page 45
1	Q. Okay. Does each subsidiary own its own	1	Q. Do you know if the trucks are also owned
2	egg processing facilities?	2	by the Michael Foods group of companies?
3	A. Egg processing facilities, yes.	3	A. Again, the subsidiaries, they would be
4	Q. Okay. Does each subsidiary own its own	4	owned by those, yes.
5	layer houses? Well, does Papetti's own any	5	Q. So Michael Foods, to the best of your
6	layer houses?	6	knowledge, doesn't use any third parties to
7	A. Papetti's does not own any layer houses.	7	distribute or to physically distribute their
8	Q. Is Papetti's only in the further	8	egg products?
9	processing aspect of the business?	9	A. We have a dual-pronged, if you will,
10	A. Correct. So we receive shell eggs, we	10	distribution system. So we have some of our
11	buy shell eggs from the outside. Those are	11	own distribution centers that we distribute
12	delivered into the processing plants, and we	12	product directly from. We also contract for
13	process the egg there.	13	third-party distribution centers. So for
14	Q. So to the extent that Michael Foods and	14	instance, on the east coast, we don't own a
15	its subsidiaries produces its own eggs, that	15	distribution facility out there. We go
16	would be through the facilities with	16	through a third party to do the logistics
17	M.G. Waldbaum Company?	17	there.
18	A. That's correct.	18	Q. Okay. For domestic for Michael Food
19	Q. Okay. Once we have a further egged	19	domestic egg products business, are there any
20	further egg processed product, whether it	20	other subsidiaries other than M.G. Waldbaum
21	comes from M.G. Waldbaum Company or Papetti's,	21	and Papetti's that you know of that own the
22	are those sold through the same team of	22	processing or egg production facilities used
23	people let me strike that question.	23	by Michael Foods?
24	You I believe testified that it's largely	24	A. No.
25	run as one business at this stage?	25	Q. Am I right that there's a subsidiary of

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1			
1	Page 46 Michael Foods called MELFood Canada Limited?		Page 48
	Michael Foods called MFI Food Canada Limited?	1	Again, the legal structure I'm not clear on.
2	A. That's correct.	2	But I believe M.G. Waldbaum was the acquiring
3	Q. Does that do any domestic egg products	3	entity. I don't believe they're a subsidiary
4	business?	4	for Primera Foods.
5	A. Nothing domestic. It's all Canadian.	5	Q. Do you know if Primera Foods owned any
6	Q. Okay. Would you agree that certain egg	6	laying hens at the time it was acquired or at
7	production facilities owned by Michael Foods	7	the time its assets were acquired?
8	are fully integrated?	8	A. They did not own any, no.
9	MR. GREENE: Objection, vague.	9	Q. So M.G. Waldbaum would have acquired only
10	THE WITNESS: Owned by Michael	10	egg processing facilities?
11	Foods, no.	11	A. We acquired two egg processing facilities
12	BY MS. TURNER FRIEDMAN:	12	in conjunction with the acquisition.
13	Q. Would you agree that any of the egg	13	Q. Are you aware that before Michael Foods
14	certain egg production facilities owned by	14	owned or purchased the acquisitions strike
15	Michael Foods or its subsidiaries are fully	15	that. Let me try again. Trying to stay clear
16	integrated?	16	with my legal entities.
17	A. How would you define "fully integrated"?	17	Before M.G. Waldbaum purchased Primera
18	Q. Meaning that the same facility is	18	Foods, are you aware that it was owned by a
19	involved in from the production of eggs all	19	company called ESI Holdings?
20	the way through the processing of egg	20	A. Yes.
21	products.	21	Q. Are you familiar with a company called
22	A. So what we have we don't have any	22	Creekwood Farms Incorporated?
23	hatcheries. We buy day-old chicks. We put	23	A. I am not.
24	those day-old chicks into pullet facilities.	24	Q. I think I'm done with this one.
25	We raise those chicks to 16 to 18 weeks of	25	MS. TURNER FRIEDMAN: Could we take
	Page 47		Page 49
1	age. Those then go into our layer facilities.	1	a five-minute break? Is that okay?
2	They become productive at 21 weeks. And from	2	THE VIDEOGRAPHER: We are going off
3	that point those eggs are then utilized	3	the record.
4	within within the organization to process	4	The time is 9:55.
5	egg products.	5	(Recess.)
6	Q. And then those processed egg products are	6	THE VIDEOGRAPHER: We are back on
7	sold and distributed by the Michael Foods	7	the record.
8	group of companies?	8	Time now is 10:07.
	A. Yes.	9	BY MS. TURNER FRIEDMAN:
9		10	Q. I have a couple quick more questions
9 10	Q. Do you know what percentage of the eggs		
10	• • • • • • • • • • • • • • • • • • • •	11	
10 11	processed by Michael Foods comes from its own	11 12	about the subsidiaries structure, and then we can move on. But we didn't talk at all about
10 11 12	processed by Michael Foods comes from its own laying hens?	12	about the subsidiaries structure, and then we can move on. But we didn't talk at all about
10 11 12 13	processed by Michael Foods comes from its own laying hens? A. So approximately today roughly 25 percent	12 13	about the subsidiaries structure, and then we can move on. But we didn't talk at all about Crystal Farms. Can you tell me what
10 11 12 13 14	processed by Michael Foods comes from its own laying hens? A. So approximately today roughly 25 percent of the total requirements of sales to	12 13 14	about the subsidiaries structure, and then we can move on. But we didn't talk at all about Crystal Farms. Can you tell me what Crystal Farm or Crystal Farms, first of all?
10 11 12 13 14 15	processed by Michael Foods comes from its own laying hens? A. So approximately today roughly 25 percent of the total requirements of sales to customers come from what we would call	12 13 14 15	about the subsidiaries structure, and then we can move on. But we didn't talk at all about Crystal Farms. Can you tell me what Crystal Farm or Crystal Farms, first of all? A. Crystal Farms.
10 11 12 13 14 15 16	processed by Michael Foods comes from its own laying hens? A. So approximately today roughly 25 percent of the total requirements of sales to customers come from what we would call internally produced eggs.	12 13 14 15 16	about the subsidiaries structure, and then we can move on. But we didn't talk at all about Crystal Farms. Can you tell me what Crystal Farm or Crystal Farms, first of all? A. Crystal Farms. Q. Crystal Farms. What is Crystal Farms'
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10 11 12 13 14 15 16 17 18 19 20 21 22	processed by Michael Foods comes from its own laying hens? A. So approximately today roughly 25 percent of the total requirements of sales to customers come from what we would call internally produced eggs. Q. Okay. Are you aware of in 2013 M.G. Waldbaum acquiring a company called Primera Foods Corporation? A. I am familiar with that. Q. Were you involved in that acquisition? A. I was.	12 13 14 15 16 17 18 19 20 21 22	about the subsidiaries structure, and then we can move on. But we didn't talk at all about Crystal Farms. Can you tell me what Crystal Farm or Crystal Farms, first of all? A. Crystal Farms. Q. Crystal Farms. What is Crystal Farms' involvement in the egg business? A. They distribute to their retail customers a variety of what I would call dairy case products; cheese, butter, margarine, bagels. And they also, relative to eggs, they distribute some shell eggs.

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	Page 50	_	Page 52
1	A. Some of the shell eggs are produced at an	1	just generally a market education of both of
2	M.G. Waldbaum facility in Le Sueur, Minnesota.	2	those grain and egg markets.
3	The other portion of those eggs that we sell	3	Q. In order for the sales team strike
4	at retail are purchased from an outside	4	that, please.
5	vendor, S and R Egg Company.	5	In order to assist the sales team in
6	Q. Aside from Crystal Farms, am I right that	6	being best able to sell eggs to the various
7	Michael Foods generally has three channels of customers to which it sells and markets its	7	customers?
8		8	A. Yes. It was putting them in a position to be educated and be able to talk
9 10	eggs? A. Correct. Food service, food ingredient	9	intelligently to customers as they're
11	and retail is what we name those channels.	11	negotiating the price.
12	Q. Are M.G. Waldbaum and Papetti's involved	12	Q. Okay. I'm going to
13	in the sale of egg products to all three of	13	MS. TURNER FRIEDMAN: What number
14	those different types of channels?	14	are we at?
15	A. Yes.	15	THE COURT REPORTER: Five.
16	Q. So it's not the case that one	16	(Exhibit Number 5 marked for
17	subsidiary's eggs are sold to one type of	17	identification.)
18	customer and the other subsidiary's egg	18	BY MS. TURNER FRIEDMAN:
19	products are sold to another type of customer?	19	Q. So this is MFI0098462. And it appears to
20	A. No.	20	be a it's a document called MFI Food
21	Q. Okay. Now move on for a minute now to	21	Ingredient Sales Meeting dated April 15, 2008.
22	topic 16 which is the general strategies for	22	Have you seen this document?
23	selling and marketing eggs.	23	A. (Reviews document.)
24	A. Okay.	24	MR. GREENE: Lee, we usually
25	Q. You mentioned well, when you were the	25	including the whole range.
	Page 51		Page 53
1	VP of sales, planning and analysis, you	1	MS. TURNER FRIEDMAN: Oh, okay. So
2	provided support to the sales team, correct?	2	it starts MFI0098462 and ends at MFI0098486.
3	A. Correct.	3	THE WITNESS: I don't believe I've
4	Q. And what years was that again?	4	seen this specific document.
5	A. Beginning in Minneapolis in mid 2001 and	5	BY MS. TURNER FRIEDMAN:
6	ending in 2006, January 30th of 2006.	6	Q. I know this document is dated in 2008.
7	Q. And as part of that role, part of the	7	In 2008 would you have been at a meeting such
8	support that you provided to the sales team	8	as this one, a food ingredient sales meeting?
9	was related to knowledge of the grain markets	9	MR. GREENE: Objection to the form.
10	and egg markets?	10	MS. TURNER FRIEDMAN: I can
11	A. Correct.	11	rephrase.
1 4 -		4.0	DIVING MUDIUM PRIMARY
12	Q. Can you describe a little bit more about	12	BY MS. TURNER FRIEDMAN:
13	what that would have entailed?	13	Q. In 2008 would you have attended, if not
13 14	what that would have entailed? A. So it entails educating yourself relative	13 14	Q. In 2008 would you have attended, if not necessarily this particular meeting, but food
13 14 15	what that would have entailed? A. So it entails educating yourself relative to the both markets, so grain markets	13 14 15	Q. In 2008 would you have attended, if not necessarily this particular meeting, but food ingredient sales meetings?
13 14 15 16	what that would have entailed? A. So it entails educating yourself relative to the both markets, so grain markets around Chicago Board of Trade, what's	13 14 15 16	Q. In 2008 would you have attended, if not necessarily this particular meeting, but food ingredient sales meetings?A. If this was the food ingredient national
13 14 15 16 17	what that would have entailed? A. So it entails educating yourself relative to the both markets, so grain markets around Chicago Board of Trade, what's happening obviously with the crops. We have	13 14 15 16 17	Q. In 2008 would you have attended, if not necessarily this particular meeting, but food ingredient sales meetings?A. If this was the food ingredient national sales meeting that Terry was presenting at, I
13 14 15 16 17 18	what that would have entailed? A. So it entails educating yourself relative to the both markets, so grain markets around Chicago Board of Trade, what's happening obviously with the crops. We have advisors to our procurement group that advise	13 14 15 16 17 18	Q. In 2008 would you have attended, if not necessarily this particular meeting, but food ingredient sales meetings?A. If this was the food ingredient national sales meeting that Terry was presenting at, I attended that meeting. But I attended it for
13 14 15 16 17 18 19	what that would have entailed? A. So it entails educating yourself relative to the both markets, so grain markets around Chicago Board of Trade, what's happening obviously with the crops. We have advisors to our procurement group that advise us on, you know, markets being in tune with	13 14 15 16 17 18 19	 Q. In 2008 would you have attended, if not necessarily this particular meeting, but food ingredient sales meetings? A. If this was the food ingredient national sales meeting that Terry was presenting at, I attended that meeting. But I attended it for purposes of presenting a different topic.
13 14 15 16 17 18 19 20	what that would have entailed? A. So it entails educating yourself relative to the both markets, so grain markets around Chicago Board of Trade, what's happening obviously with the crops. We have advisors to our procurement group that advise us on, you know, markets being in tune with our procurement folks to understand how	13 14 15 16 17 18 19 20	Q. In 2008 would you have attended, if not necessarily this particular meeting, but food ingredient sales meetings? A. If this was the food ingredient national sales meeting that Terry was presenting at, I attended that meeting. But I attended it for purposes of presenting a different topic. Q. Okay. When you were in your role in
13 14 15 16 17 18 19 20 21	what that would have entailed? A. So it entails educating yourself relative to the both markets, so grain markets around Chicago Board of Trade, what's happening obviously with the crops. We have advisors to our procurement group that advise us on, you know, markets being in tune with our procurement folks to understand how they're viewing those. And then similarly on	13 14 15 16 17 18 19 20 21	 Q. In 2008 would you have attended, if not necessarily this particular meeting, but food ingredient sales meetings? A. If this was the food ingredient national sales meeting that Terry was presenting at, I attended that meeting. But I attended it for purposes of presenting a different topic. Q. Okay. When you were in your role in sales, planning, analysis from 2001 to 2006,
13 14 15 16 17 18 19 20 21 22	what that would have entailed? A. So it entails educating yourself relative to the both markets, so grain markets around Chicago Board of Trade, what's happening obviously with the crops. We have advisors to our procurement group that advise us on, you know, markets being in tune with our procurement folks to understand how they're viewing those. And then similarly on the egg products side, understanding the Urner	13 14 15 16 17 18 19 20 21 22	Q. In 2008 would you have attended, if not necessarily this particular meeting, but food ingredient sales meetings? A. If this was the food ingredient national sales meeting that Terry was presenting at, I attended that meeting. But I attended it for purposes of presenting a different topic. Q. Okay. When you were in your role in sales, planning, analysis from 2001 to 2006, would you have attended this type of meeting?
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14 (Pages 50 - 53)

	Page 54		Page 56
1	A. Uh-huh.	1	A. My team would not have within that group,
2	Q. This appears to be a slide discussing the	2	no.
3	2007 Urner Barry markets, correct?	3	Q. Why would your team not have?
4	A. Appears to be, yes.	4	A. That was just not one of the factors as
5	Q. The second dash, not necessarily bullet	5	we worked with our customers that we took into
6	point, but the second dash on this slide says	6	account as we looked at the environment.
7	Lower-Layer Inventories.	7	Q. Are you aware of other teams that would
8	In your experience from 2001 to 2006, are	8	have taken that into account when considering
9	lower-layer inventories the type of thing that	9	the market for eggs?
10	could impact the egg market?	10	A. Not that I am aware of.
11	A. Sorry. Could you repeat the question.	11	Q. Would you agree that the continued impact
12	Q. Sure. Slower?	12	of UEP Certified animal welfare guidelines to
13	A. Yeah.	13	increase the space for hens is one of the
14	Q. In your experience analyzing the egg	14	market factors you considered during that
15	markets from 2001 to 2006, are lower-layer	15	time?
16	inventories, is that a factor that could	16	A. We've considered density as part of the
17	impact the egg market?	17	UEP Certified program. The way that we looked
18	MR. GREENE: I just want to ask:	18	at it was that didn't we still had to go
19	Are we on one of the topics here, or are you	19	find eggs. People weren't restricted by the
20	asking Mr. Westphal in his individual	20	ability to build new facilities. So we
21	capacity?	21	obviously were aware of the density portion of
22	MS. TURNER FRIEDMAN: I think we're	22	the UEP Certified. Our whole idea was we've
23	within topic 16 about general strategies for	23	got to go out to find eggs to sell the
24	selling and marketing eggs. My next question	24	customers. And we were frankly, from my
25	will be: Is that something that was	25	group, from a pricing side, we were more
	5 - 4		
	Page 55		Page 57
1	Page 55 considered in your role when you were	1	Page 57 concerned of what is it going to cost us to go
	considered in your role when you were		concerned of what is it going to cost us to go
1 2 3	considered in your role when you were supporting the sales team?	2	concerned of what is it going to cost us to go out and buy incremental eggs to support our
2	considered in your role when you were	2 3	concerned of what is it going to cost us to go out and buy incremental eggs to support our customers' requirements and whether we were
2 3 4	considered in your role when you were supporting the sales team? But if the objection is there, it's noted.	2 3 4	concerned of what is it going to cost us to go out and buy incremental eggs to support our customers' requirements and whether we were going to be able to price those to those
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2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22	considered in your role when you were supporting the sales team? But if the objection is there, it's noted. THE WITNESS: In my capacity, USDA issues layer numbers every month. In my capacity, that was one of the factors that we would look at in again understanding the market, understanding the environment relative to where the egg market might be going. That was one of the factors, yes. BY MS. TURNER FRIEDMAN: Q. And that's one of the factors that in educating yourself about the market, you were aware could impact the prices in the egg market? A. It was one of the factors that we would look at. Q. Is it also the case that timely U.S. egg marketers shell egg exports, which is the fourth bullet on this list, one of the factors that you would look at?	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22	concerned of what is it going to cost us to go out and buy incremental eggs to support our customers' requirements and whether we were going to be able to price those to those customers. Q. And did you consider cage densities because you knew that there could be an impact on price based on these cage densities? A. No. We assumed cage densities because we knew what was happening with our own facilities. We were reducing our flock size by 3 million birds to get to the densities for UEP Certified. That was going to raise our costs relative to our internal flocks. And then we made an assessment of what it would cost us incrementally to go out and purchase that liquid to replace to ship to our customers. So we were focused on trying to identify what was the ultimate cost. That's how we price our product, such that we would be able to go to our customers and make every attempt
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2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22	considered in your role when you were supporting the sales team? But if the objection is there, it's noted. THE WITNESS: In my capacity, USDA issues layer numbers every month. In my capacity, that was one of the factors that we would look at in again understanding the market, understanding the environment relative to where the egg market might be going. That was one of the factors, yes. BY MS. TURNER FRIEDMAN: Q. And that's one of the factors that in educating yourself about the market, you were aware could impact the prices in the egg market? A. It was one of the factors that we would look at. Q. Is it also the case that timely U.S. egg marketers shell egg exports, which is the fourth bullet on this list, one of the factors that you would look at?	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22	concerned of what is it going to cost us to go out and buy incremental eggs to support our customers' requirements and whether we were going to be able to price those to those customers. Q. And did you consider cage densities because you knew that there could be an impact on price based on these cage densities? A. No. We assumed cage densities because we knew what was happening with our own facilities. We were reducing our flock size by 3 million birds to get to the densities for UEP Certified. That was going to raise our costs relative to our internal flocks. And then we made an assessment of what it would cost us incrementally to go out and purchase that liquid to replace to ship to our customers. So we were focused on trying to identify what was the ultimate cost. That's how we price our product, such that we would be able to go to our customers and make every attempt

15 (Pages 54 - 57)

	IIIGIILI CO.		
1	Page 58 last bullet point here: Limited construction	1	Page 60
2	of newer remodelled layer facilities would	2	A. So I was in a different role during this time period. So I can't speak specifically to
3	factor into your knowledge of the egg market	3	what was being considered by the sales
4	in pricing your products?	4	organization at this point in time.
5	A. I wouldn't have specific knowledge of	5	Q. Okay.
6	that. This would have been our procurement	6	A. I was in a different role.
7	group.	7	Q. But that doesn't change your answer as to
8	Q. Okay.	8	whether or not exports were considered when
9	(Exhibit Number 6 marked for	9	you were in your role in sales from 2001 to
10	identification.)	10	2006?
11	BY MS. TURNER FRIEDMAN:	11	A. That's correct.
12	Q. So Westphal 6, and the Bates number is	12	(Exhibit Number 7 marked for
13	MFI0133867 to 868. This was previously	13	identification.)
14	Ostrander 11.	14	BY MS. TURNER FRIEDMAN:
15	Do you recall receiving this email chain?	15	Q. So this is Westphal 7. And this is a
16	A. (Reviews document.) I don't recall it	16	public document that I believe was also
17	from back in 2007. I see that I was copied on	17	produced in this case, but this for some
18	it, yes.	18	reason didn't print out with Bates numbers.
19	Q. Okay. Do you see that you were copied on	19	But it's also a public document. And it's
20	what is the last email in the chain and the	20	titled Final Transcript Thomson StreetEvents
21	second to the last email in the chain it	21	MIKL Q2 2008 Michael Foods Earnings Conference
22	appears?	22	Call dated August 12th, 2008.
23	A. Yes.	23	A. Okay.
24	Q. Which were dated January 3, 2007?	24	Q. All right. Have you seen this document?
25	A. Yes.	25	A. (Reviews document.) I have not seen this
	Page 59		Page 61
1	Q. Okay. Do you see down at the bottom of	1	specific document.
2	the page there's an email from Vince O'Brien	2	Q. Okay. Do you recall this particular
3	to Gregg Ostrander that then becomes part of	3	earnings conference call?
4	the chain?	4	A. I don't recall the specific call, but I
5	A. Yes.	5	would've been a part of it.
6	Q. Okay. And that email states: Greg, It	6 7	Q. Okay.
7 8	appears that the egg market is getting ready for another run-up with the upcoming shell egg	8	A. I was in my role as CFO during this
9	export to Europe. The export is for 300	9	period of time. Q. And if you flip to page 2, Mark who is
10	containers, approximately nine to 10 million	10	Mark Witmer?
11	liquid pounds over four weeks. In late 2006	11	A. He was our treasury treasurer and
12	the export was about eight containers. So	12	secretary reporting to me at that time.
13	this obviously is more significant. Vince.	13	Q. Okay. And I believe it if we go to
14	Do you see that?	14	the second paragraph under where he begins
15	A. Yes.	15	speaking, it says: I will tell you who is in
16	Q. And then do you see the following email	16	the room with me. We have Dave Johnson, our
17	from Gregg Ostrander to Vince O'Brien? It	17	president and CEO, and Mark Westphal, our CFO.
18	says: Let's make sure we are capitalizing on	18	A. Correct.
19	our pricing.	19	Q. So it appears that you were at that
20	Do you see that?	20	meeting?
21	A. Yes.	21	A. I was.
22	Q. Does this email refresh your recollection	22	Q. Okay. What are these earnings conference
23	about whether exports were being considered by	23	calls for?
1		1	
24 25	the sales team in its knowledge of the egg market when determining its pricing?	24	A. So during this period of time we are we are owned by private equity. Private

16 (Pages 58 - 61)

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1	Page 62	,	Page 64
1	equity is part of the model of private	1	supporting high egg prices is a short-term
2	equity is you have debt, whether that be bank	2	contraction of supply due to the broad
3	debt or in this case we have something called	3	adoption of animal well-being programs on bird
4	subordinated notes, which are bonds, in	4	density. These are supported by trade groups
5	essence. We have bondholders. So investors	5	out there, UEP and so on.
6	in our bonds. And we are not obligated to do	6	Do you see where it says that?
7	this. But as part of the communication	7	A. I do.
8	process to make sure our bondholders kind of	8	MR. GREENE: And just for the
9	understand what's happening in our business	9	record, you didn't complete the entirety of
10	we've had a practice of holding a quarterly	10	the previous paragraph.
11	conference call with our bondholders.	11	MS. TURNER FRIEDMAN: You're right.
12	Q. All right. And in these conference calls	12	MR. GREENE: So there was some
13	is it typical to talk about sales and the	13	material in between.
14	results of those sales?	14	MS. TURNER FRIEDMAN: That's
15	A. It's a pretty typical agenda where we	15	correct.
16	talk about the quarterly results. We talk	16	BY MS. TURNER FRIEDMAN:
17	about each segment's results for the quarter.	17	Q. Okay. And my question is just: Do you
18	And then we typically give what we call a tone	18	recall well, do you recall high egg prices
19	of business for the coming quarter to give,	19	in the egg market in mid 2008?
20	you know, bondholders an idea of kind of what	20	A. Recall two things, two costs being high.
21	our outlook is for the next quarter.	21	Grain costs were extremely high in 2008, which
22	Q. Okay. On page 2 of the transcript, so	22	it extended a trend from late in 2006. And
23	that's the third page of the document, if you	23	also during that period of time it was a
24	go it's almost all the way down the page,	24	relatively high egg market also. So we had
25	the fourth from the bottom paragraph that	25	both sides of our cost inputs, both the grains
	Page 63		Page 65
1	starts: On the sales side	1	and the eggs were high during this period of
2	A. Okay.	2	time.
3	MR. GREENE: Mr. Westphal, you can	3	Q. And do you recall one of the factors
4	read	4	contributing to high egg prices during that
5	MS. TURNER FRIEDMAN: Oh, yes.	5	time being the short-term contraction of
6	MR. GREENE: as much of the	6	supply due to the broad adoption of animal
7	document as you want.	7	well-being programs on bird density?
8	THE WITNESS: I will.	8	A. That was relative to what we were doing
9	MS. TURNER FRIEDMAN: Absolutely.	9	internally. So we you know, bird density
10	BY MS. TURNER FRIEDMAN:	10	was again one of the factors that was
11	Q. Let me know when you're ready.	11	affecting cost. And by the term "short term,"
12	A. So you're just asking about that one	12	you know, it it isn't it took us time to
13	paragraph there?	13	go replace that liquid on a long-term basis.
14	Q. And the paragraph after.	14	So what we were trying to communicate to debt
15	A. Okay. (Reviews document.) Okay.	15	holders was there is a short-term impact of
16	Q. Okay. Do you see where it says: On the	16	bird density until you can replace those
17	sales side the 31 percent dollar sales gain	17	birds.
18	reflects notable inflation from the egg	18	MR. GREENE: Also, I think,
19	market. The market remained well above	19	Counsel, we're straining the limits of the
20	historical levels driven in part by the high	20	topic here. I mean, I'll let you go on,
21	cost of feeds.	21	but
22	Do you see where it says that?	22	MS. TURNER FRIEDMAN: I don't have
1 22		1	
23	A. Yes.	23	a thousand more questions on this.
		23 24	a thousand more questions on this. MR. GREENE: Okay.
23	A. Yes.	1	

17 (Pages 62 - 65)

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	Page 66		Page 68
1	THE WITNESS: And just to make	1	Q. Okay. Do you see where he says, "Supply
2	clear, what he's referring to as egg market	2	has been pressured through the animal
3	is in the first paragraph is grain-related.	3	well-being efforts I think by the industry"?
4	So the wording that you skipped there, so	4	A. Yes.
5	that so two years of remarkable compounding	5	Q. And you see where he goes on to say: You
6	of feed costs very inflationary is	6	know Urner Barry is really a supply and demand
7	specifically related to grains. This	7	market. Over time economically it certainly
8	during this period of time, grain costs were	8	has to be linked in with grains. But in the
9	absolutely skyrocketing as a result of the	9	short term I think we have consistently
10	ethanol industry in the U.S.	10	indicated that it does not take much of a
11	BY MS. TURNER FRIEDMAN:	11	change in either the supply side or the demand
12	Q. This paragraph, another factor supporting	12	side to dramatically affect that market.
13	high egg prices, doesn't say anything about	13	Do you see where it says that?
14	grain costs, does it?	14	A. Yes. Uh-huh.
15	A. Feed cost. Feed cost is grain.	15	Q. Okay. And is that consistent with what
16	Q. I'm sorry. I	16	he said on the first page, that one of the
17	A. What you feed a chicken is	17 18	things contributing to the egg market at this
18	Q. I was referring to the second paragraph.	19	time was the condensed supply of eggs in the
19 20	A. Oh. I'm sorry.Q. Another factor supporting high egg prices	20	egg market?
$\begin{vmatrix} 20\\21 \end{vmatrix}$	Q. Another factor supporting high egg prices is a short-term contraction of supply. That	20	MR. GREENE: Objection, lack of foundation. And I'll also point out on this
22	paragraph doesn't say anything about feed or	22	line of questioning Mr. Westphal is speaking
23	grain cost, does it?	23	in his individual capacity.
24	A. That would've been relative to the Urner	24	THE WITNESS: What he's saying here
25	Barry egg market that we buy	25	is that the supply and demand factor, the
		20	
1	Page 67	1	Page 69
$\begin{vmatrix} 1 \\ 2 \end{vmatrix}$	Q. Okay. So what this paragraph is saying to the best of your knowledge is that another	$\begin{vmatrix} 1 \\ 2 \end{vmatrix}$	economics of the egg market, a disruption in supply or a change in supply or a change in
3	factor supporting high egg prices in the Urner	3	demand in a relative-type basis can have an
4	Barry market is the short-term contraction of	4	economic impact on that market.
5	supply?	5	BY MS. TURNER FRIEDMAN:
6	A. A factor, yes.	6	Q. And in your own personal knowledge, do
7	Q. Great.	7	you recall that the animal welfare initiatives
8	A. Uh-huh.	8	being discussed here were one of the primary
9	Q. And if we can go a little further down	9	contributors to that supply side change during
10	the document to page 12.	10	this time period?
11	A. Okay.	11	A. It was one of the contributors.
12	Q. I believe this is the question and answer	12	Q. That's all I have on that.
13	session. Halfway down the page do you see	13	(Exhibit Number 8 marked for
14	where Mark Witmer is responding to a question?	14	identification.)
15	A. Yes. In the middle of the page?	15	BY MS. TURNER FRIEDMAN:
16	Q. Yes.	16	Q. And I'll direct your attention I know
17	A. Uh-huh.	17	you're not copied on the email. I'm more
18	Q. And do you see where he says: Supply has	18	interested to know whether you've seen the
19	been pressured through the animal well-being	19	attachment separate and apart from the cover
20	efforts I think by the industry.	20	email. And this document for the record is
21	A. Just give me a moment to read the	21	MFI0033973 through MFI0033975.
22	question if you would.	22	A. (Reviews document.) I have not seen this
23	Q. Sure. And you can read as much as you	23	document, no.
24	need in context, of course. Take your time.	24	Q. Okay. And I only have one question for
25	A. (Reviews document.) Okay.	25	you on this document. If you on page so

18 (Pages 66 - 69)

	Indie teo		
	Page 70		Page 72
1	the first page of the attachment, which is	1	A. (Reviews document.) I'm not sure what
2	ends in 33974.	2	year this is. But I've seen this form of
3	A. Okay.	3	document. It's one of the years of business
4	Q. Great. And I don't know if you want to	4	conduct policies, which have tended to be
5	take you're welcome to take the time to	5	relatively similar year over year.
6	read the document. But what I just want to	6	Q. I believe you mentioned earlier that you
7	ask is that paragraph reads: The	7	reviewed the current business conduct policy?
8	difficulty comes in meeting the phase-in	8	A. I did. In detail I reviewed the current
9	schedule for the cage space allowance.	9	one.
10	Michael Foods said they currently have no	10	Q. So based on the current business conduct
11	customers asking for certified egg products,	11	policy or your own personal knowledge, does
12	and they don't think the volume will ever be	12	Michael Foods have a formal antitrust policy?
13	big among ingredient buyers and export	13	A. There is antitrust provisions within the
14	accounts. They still believe that the program	14	business conduct policy, yes.
15	should be customer driven, but have recognized	15	Q. And the current antitrust provisions
16	that they need to be a partner with the	16	within the business conduct policy, what do
17	industry and encourage their customers to	17	those entail?
18	accept the program and its costs.	18	A. It outlines compliance with antitrust
19	Do you see that?	19	laws. It outlines the expectations of an
20	A. I do.	20	employee with dealings with competitors. It
21	Q. And my only question for you is: Are you	21	outlines expectations of employees relative to
22	aware of any efforts taken by Michael Foods to	22	dealing with customers. And there's a fourth
23	encourage Michael Foods' customers to accept	23	that's called fair dealings in all aspects of
24	the UEP program and its costs?	24	the business and what the expectations are for
25	THE WITNESS: Can you read that	25	employees.
1			- •
	Page 71		Page 73
1		1	* *
1 2	Page 71	1 2	Page 73
	Page 71 back.		Page 73 Q. Did you sign this when you became an
2	Page 71 back. MS. TURNER FRIEDMAN: Okay.	2	Page 73 Q. Did you sign this when you became an employee of Michael Foods? A. Not just when you sign not when you become an employee. So this is an annual
2 3	Page 71 back. MS. TURNER FRIEDMAN: Okay. MR. GREENE: I'm going to object to	2 3	Page 73 Q. Did you sign this when you became an employee of Michael Foods? A. Not just when you sign not when you
2 3 4	back. MS. TURNER FRIEDMAN: Okay. MR. GREENE: I'm going to object to it. But go ahead. (Whereupon, the court reporter read	2 3 4	Page 73 Q. Did you sign this when you became an employee of Michael Foods? A. Not just when you sign not when you become an employee. So this is an annual process that we go through with all of our employees that are salaried in nature or have
2 3 4 5	Page 71 back. MS. TURNER FRIEDMAN: Okay. MR. GREENE: I'm going to object to it. But go ahead.	2 3 4 5	Page 73 Q. Did you sign this when you became an employee of Michael Foods? A. Not just when you sign not when you become an employee. So this is an annual process that we go through with all of our
2 3 4 5 6 7 8	back. MS. TURNER FRIEDMAN: Okay. MR. GREENE: I'm going to object to it. But go ahead. (Whereupon, the court reporter read back the previous question.) MR. GREENE: I object to the form,	2 3 4 5 6 7 8	Page 73 Q. Did you sign this when you became an employee of Michael Foods? A. Not just when you sign not when you become an employee. So this is an annual process that we go through with all of our employees that are salaried in nature or have supervisory responsibilities. So we have an annual process in place. It used to be
2 3 4 5 6 7 8 9	Page 71 back. MS. TURNER FRIEDMAN: Okay. MR. GREENE: I'm going to object to it. But go ahead. (Whereupon, the court reporter read back the previous question.) MR. GREENE: I object to the form, lack of foundation and to the questioning on a	2 3 4 5 6 7 8 9	Page 73 Q. Did you sign this when you became an employee of Michael Foods? A. Not just when you sign not when you become an employee. So this is an annual process that we go through with all of our employees that are salaried in nature or have supervisory responsibilities. So we have an annual process in place. It used to be manual, which you see in this document which
2 3 4 5 6 7 8 9	back. MS. TURNER FRIEDMAN: Okay. MR. GREENE: I'm going to object to it. But go ahead. (Whereupon, the court reporter read back the previous question.) MR. GREENE: I object to the form, lack of foundation and to the questioning on a document that the witness didn't doesn't	2 3 4 5 6 7 8 9	Page 73 Q. Did you sign this when you became an employee of Michael Foods? A. Not just when you sign not when you become an employee. So this is an annual process that we go through with all of our employees that are salaried in nature or have supervisory responsibilities. So we have an annual process in place. It used to be manual, which you see in this document which you actually had to sign the last page, submit
2 3 4 5 6 7 8 9 10	back. MS. TURNER FRIEDMAN: Okay. MR. GREENE: I'm going to object to it. But go ahead. (Whereupon, the court reporter read back the previous question.) MR. GREENE: I object to the form, lack of foundation and to the questioning on a document that the witness didn't doesn't recognize from somebody from another	2 3 4 5 6 7 8 9 10	Page 73 Q. Did you sign this when you became an employee of Michael Foods? A. Not just when you sign not when you become an employee. So this is an annual process that we go through with all of our employees that are salaried in nature or have supervisory responsibilities. So we have an annual process in place. It used to be manual, which you see in this document which you actually had to sign the last page, submit that with to HR. It would go into your
2 3 4 5 6 7 8 9 10 11 12	back. MS. TURNER FRIEDMAN: Okay. MR. GREENE: I'm going to object to it. But go ahead. (Whereupon, the court reporter read back the previous question.) MR. GREENE: I object to the form, lack of foundation and to the questioning on a document that the witness didn't doesn't recognize from somebody from another author, all of those objections.	2 3 4 5 6 7 8 9 10 11 12	Page 73 Q. Did you sign this when you became an employee of Michael Foods? A. Not just when you sign not when you become an employee. So this is an annual process that we go through with all of our employees that are salaried in nature or have supervisory responsibilities. So we have an annual process in place. It used to be manual, which you see in this document which you actually had to sign the last page, submit that with to HR. It would go into your file. Today we do that electronically. So
2 3 4 5 6 7 8 9 10 11 12 13	back. MS. TURNER FRIEDMAN: Okay. MR. GREENE: I'm going to object to it. But go ahead. (Whereupon, the court reporter read back the previous question.) MR. GREENE: I object to the form, lack of foundation and to the questioning on a document that the witness didn't doesn't recognize from somebody from another author, all of those objections. But go ahead.	2 3 4 5 6 7 8 9 10 11 12 13	Page 73 Q. Did you sign this when you became an employee of Michael Foods? A. Not just when you sign not when you become an employee. So this is an annual process that we go through with all of our employees that are salaried in nature or have supervisory responsibilities. So we have an annual process in place. It used to be manual, which you see in this document which you actually had to sign the last page, submit that with to HR. It would go into your file. Today we do that electronically. So it's done on an electronic basis where you are
2 3 4 5 6 7 8 9 10 11 12 13 14	back. MS. TURNER FRIEDMAN: Okay. MR. GREENE: I'm going to object to it. But go ahead. (Whereupon, the court reporter read back the previous question.) MR. GREENE: I object to the form, lack of foundation and to the questioning on a document that the witness didn't doesn't recognize from somebody from another author, all of those objections. But go ahead. THE WITNESS: I am not aware of any	2 3 4 5 6 7 8 9 10 11 12 13 14	Page 73 Q. Did you sign this when you became an employee of Michael Foods? A. Not just when you sign not when you become an employee. So this is an annual process that we go through with all of our employees that are salaried in nature or have supervisory responsibilities. So we have an annual process in place. It used to be manual, which you see in this document which you actually had to sign the last page, submit that with to HR. It would go into your file. Today we do that electronically. So it's done on an electronic basis where you are required to read, certify and report any
2 3 4 5 6 7 8 9 10 11 12 13 14 15	back. MS. TURNER FRIEDMAN: Okay. MR. GREENE: I'm going to object to it. But go ahead. (Whereupon, the court reporter read back the previous question.) MR. GREENE: I object to the form, lack of foundation and to the questioning on a document that the witness didn't doesn't recognize from somebody from another author, all of those objections. But go ahead. THE WITNESS: I am not aware of any instances to your question.	2 3 4 5 6 7 8 9 10 11 12 13 14 15	Page 73 Q. Did you sign this when you became an employee of Michael Foods? A. Not just when you sign not when you become an employee. So this is an annual process that we go through with all of our employees that are salaried in nature or have supervisory responsibilities. So we have an annual process in place. It used to be manual, which you see in this document which you actually had to sign the last page, submit that with to HR. It would go into your file. Today we do that electronically. So it's done on an electronic basis where you are required to read, certify and report any instances that you have knowledge of relative
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2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22	back. MS. TURNER FRIEDMAN: Okay. MR. GREENE: I'm going to object to it. But go ahead. (Whereupon, the court reporter read back the previous question.) MR. GREENE: I object to the form, lack of foundation and to the questioning on a document that the witness didn't doesn't recognize from somebody from another author, all of those objections. But go ahead. THE WITNESS: I am not aware of any instances to your question. BY MS. TURNER FRIEDMAN: Q. Okay. Thank you. MS. TURNER FRIEDMAN: Let's use Westphal 9. (Exhibit Number 9 marked for identification.) BY MS. TURNER FRIEDMAN:	2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22	Page 73 Q. Did you sign this when you became an employee of Michael Foods? A. Not just when you sign not when you become an employee. So this is an annual process that we go through with all of our employees that are salaried in nature or have supervisory responsibilities. So we have an annual process in place. It used to be manual, which you see in this document which you actually had to sign the last page, submit that with to HR. It would go into your file. Today we do that electronically. So it's done on an electronic basis where you are required to read, certify and report any instances that you have knowledge of relative to noncompliance with the business conduct policy. Q. Who would be included in salaried or supervisory employees to your knowledge? A. So salaried employee salaried employees. So Q. Well, I guess my question is well, do

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	Indiki co.	1111	7 22 (2 22 22
	Page 74		Page 76
1	A. Yeah. So we administer this as Michael	1	Bates number ending in 757.
2	Foods.	2	A. Okay.
3	Q. Okay.	3	Q. And I believe at the bottom of that page
4	A. So the business conduct committee today	4	is where the antitrust compliance section
5	is three corporate employees of Michael Foods.	5	starts?
6	It was I'm not sure who it was here. So	6	A. That's correct.
7	these would've been three corporate employees	7	Q. And if you go to the top of the next page
8	of Michael Foods, including my predecessor as	8	at 758, it says: If you engage in any conduct
9	part of that committee. And each of our so	9	or practice that may involve the antitrust
10	it's administrated as Michael Foods through	10	laws, you should be guided by this policy and
11	the payroll HR department so that all	11	you should seek advice of company legal
12	salaried employees regardless of what	12	counsel.
13	organization they work for in Michael Foods	13	Do you know if any employees of Michael
14	are required to sign off on that policy.	14	Foods have ever sought advice of company legal
15	Q. Does the business conduct committee ever	15	counsel with respect to UEP programs and any
16	hold any training programs with its with	16	antitrust concerns related to those programs?
17	Michael Foods' staff on these antitrust	17	A. I am not aware of any.
18	requirements?	18	Q. And then on the next page, 759, on the
19	A. So the business conduct committee itself	19	bottom of the first paragraph it says: If you
20	is responsible for drafting the policy each	20	attend a trade association meeting and become
21	year, reviewing it, you know, making any	21	aware that competitors are discussing improper
22	changes to the policy. The conduct committee	22	subjects, you should leave the meeting
23	is responsible for oversight of that process	23	immediately and advise your superior and
24	of certification from our employees. The	24	company legal counsel.
25	conduct committee also reviews any conflicts	25	Are you aware of anyone having advised
	Page 75		Page 77
1	of interest or any of the things that come	1	their superior about concerns regarding UEP
2	back from employees. We review that and then	2	meetings and antitrust concerns?
3	report that to our audit committee. The	3	A. I am not aware of any.
4	specific training is not directed by the	4	Q. Are you aware of anyone advising legal
5	business conduct committee.	5	counsel about antitrust concerns regarding UEP
6	Q. Is specific antitrust training conducted	6	meetings?
7	by anyone else at Michael Foods?	7	A. I am not aware of any.
8	A. Yes. Carrie Wolski, our general counsel,	8	Q. I think that's all I have on that.
9	has done training with our sales and marketing	9	MS. TURNER FRIEDMAN: And then
10	organizations typically in conjunction with	10	we're at number 10.
11	their national sales meetings. And then we	11	(Exhibit Number 10 marked for
12	have had an instance in my time at Michael	12	identification.)
13	Foods some specific training relative to	13	BY MS. TURNER FRIEDMAN:
14	Robinson-Patman that was done with senior	14	Q. This may be my last one. This is a
15	management of the company and senior sales	15	document with Bates numbers MFI0618320 ending
16	associates.	16	MFI0618321. And this is an email from Gregg
17	Q. Aside from signing the business conduct	17	Ostrander dated September 23rd, 2008.
18	policy on an annual basis, do Michael Foods'	18	Do you recall receiving this email?
19	employees have to verify in any other way that	19	A. (Reviews document.)
20	they are not engaging in anticompetitive	20	Q. Take your time reading it, of course.
21	behavior?	21	A. Uh-huh. I don't recall it specifically,
22	A. No. This is our process within the	22	but obviously I was copied on it.
23	company to annually confirm that folks are	23	Q. If you look at the attachment, internal
24 25	complying with the policy.	24	statement re DOJ investigation into egg
1 43	Q. And if you could please turn to 7 the	25	product sales, about three lines in says: As

20 (Pages 74 - 77)

1	Page 78	1	Page 80
1	you most likely know, in late March of this	1	MS. TURNER FRIEDMAN: I have no
2	year we received subpoenas from the Department	2	further questions on behalf of the Direct
3	of Justice related to this matter.	3	Purchaser Plaintiffs at this time.
4	I assume this well, are you familiar	4	EWANGNI ATIONI
5	with subpoenas that Michael Foods received	5	EXAMINATION
6	from the Department of Justice related to the	6	DVAND EGGENMA CHED
7	egg industry?	7	BY MR. ESSENMACHER:
8	MR. GREENE: It's a yes-or-no	8	Q. Good morning.
9	question.	9	A. Good morning.
10	THE WITNESS: Yes.	10	Q. My name is Keith Essenmacher. I
11	BY MS. TURNER FRIEDMAN:	11	represent the Indirect Purchasers in this
12	Q. Are you aware of any changes to Michael	12	action. And as I said on the break, I'm going
13	Foods' antitrust policies that occurred	13	to try to be brief.
14	following the receipt of those subpoenas?	14	A. All right.
15	A. No.	15	Q. Okay. Has Michael Foods conducted any
16	Q. Are you aware of any changes to Michael	16	independent studies or analysis on retail
17	Foods' antitrust policies following this	17	pricing of shell eggs?
18	lawsuit?	18	A. No.
19	A. Which lawsuit?	19	Q. Okay. Has Michael Foods conducted any
20	Q. The lawsuit sorry. The lawsuit that	20	independent study or analysis based on
21	you're testifying in, the civil litigation	21	demographics for purchasing habits of shell
22	involving antitrust claims for the eggs	22	eggs demographics being economics, you know,
23	products industry egg products industry.	23	that sort of thing?
24	MR. GREENE: Can you ask the	24	MR. GREENE: I'll allow the witness
25	question again?	25	to answer. But I just want to point out it's
	Page 79		Page 81
1	MS. TURNER FRIEDMAN: I can.	1	not a topic on the list. He's answering in
2	BY MS. TURNER FRIEDMAN:	2	his individual capacity.
3	Q. Are you aware of any changes in Michael	3	THE WITNESS: Sorry. Can you
4	Foods' antitrust policies as a result of	4	repeat the question.
5	Michael Foods having been named as a defendant	5	BY MR. ESSENMACHER:
6	in this lawsuit related to claims of antitrust	6	Q. Has Michael Foods conducted any
7	violations in the egg products industry?	7	independent study or analysis on demographic
8	MR. GREENE: Objection to the	8	purchasing habits of shell eggs?
9	1		
10	characterization of the lawsuit.	9	A. Of shell eggs?
11	Go ahead.	10	A. Of shell eggs?Q. Yes.
	Go ahead. THE WITNESS: I am not.	10 11	A. Of shell eggs?Q. Yes.A. No.
12	Go ahead.	10 11 12	A. Of shell eggs?Q. Yes.A. No.Q. Okay. Does Michael Foods consider the
12 13	Go ahead. THE WITNESS: I am not.	10 11 12 13	A. Of shell eggs?Q. Yes.A. No.Q. Okay. Does Michael Foods consider the retail price when setting the wholesale price
12	Go ahead. THE WITNESS: I am not. BY MS. TURNER FRIEDMAN: Q. Okay. MS. TURNER FRIEDMAN: I think that	10 11 12 13 14	 A. Of shell eggs? Q. Yes. A. No. Q. Okay. Does Michael Foods consider the retail price when setting the wholesale price for shell eggs? Is that one of the factors in
12 13	Go ahead. THE WITNESS: I am not. BY MS. TURNER FRIEDMAN: Q. Okay. MS. TURNER FRIEDMAN: I think that might be all I have. So if we could just take	10 11 12 13 14 15	A. Of shell eggs?Q. Yes.A. No.Q. Okay. Does Michael Foods consider the retail price when setting the wholesale price for shell eggs? Is that one of the factors in setting the wholesale price?
12 13 14	Go ahead. THE WITNESS: I am not. BY MS. TURNER FRIEDMAN: Q. Okay. MS. TURNER FRIEDMAN: I think that might be all I have. So if we could just take a few minutes of a break just to make sure	10 11 12 13 14 15 16	 A. Of shell eggs? Q. Yes. A. No. Q. Okay. Does Michael Foods consider the retail price when setting the wholesale price for shell eggs? Is that one of the factors in setting the wholesale price? A. Our price to the retailer is formulaic,
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12 13 14 15 16	Go ahead. THE WITNESS: I am not. BY MS. TURNER FRIEDMAN: Q. Okay. MS. TURNER FRIEDMAN: I think that might be all I have. So if we could just take a few minutes of a break just to make sure that's the case. I may have a couple more questions. But if not, I'll pass it along.	10 11 12 13 14 15 16 17 18	 A. Of shell eggs? Q. Yes. A. No. Q. Okay. Does Michael Foods consider the retail price when setting the wholesale price for shell eggs? Is that one of the factors in setting the wholesale price? A. Our price to the retailer is formulaic, so it's on a formula. Q. Okay. And is the retail price, is that
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12 13 14 15 16 17 18 19 20 21	Go ahead. THE WITNESS: I am not. BY MS. TURNER FRIEDMAN: Q. Okay. MS. TURNER FRIEDMAN: I think that might be all I have. So if we could just take a few minutes of a break just to make sure that's the case. I may have a couple more questions. But if not, I'll pass it along. THE VIDEOGRAPHER: We are going off the record. The time now is 10:43.	10 11 12 13 14 15 16 17 18 19 20 21 22 23	 A. Of shell eggs? Q. Yes. A. No. Q. Okay. Does Michael Foods consider the retail price when setting the wholesale price for shell eggs? Is that one of the factors in setting the wholesale price? A. Our price to the retailer is formulaic, so it's on a formula. Q. Okay. And is the retail price, is that any kind of consideration, what the retail price will be? A. We don't have any the retailer sets the ultimate price to the consumer. We have a formula price as to how we sell it into the
12 13 14 15 16 17 18 19 20 21 22	Go ahead. THE WITNESS: I am not. BY MS. TURNER FRIEDMAN: Q. Okay. MS. TURNER FRIEDMAN: I think that might be all I have. So if we could just take a few minutes of a break just to make sure that's the case. I may have a couple more questions. But if not, I'll pass it along. THE VIDEOGRAPHER: We are going off the record. The time now is 10:43. (Recess.)	10 11 12 13 14 15 16 17 18 19 20 21 22	 A. Of shell eggs? Q. Yes. A. No. Q. Okay. Does Michael Foods consider the retail price when setting the wholesale price for shell eggs? Is that one of the factors in setting the wholesale price? A. Our price to the retailer is formulaic, so it's on a formula. Q. Okay. And is the retail price, is that any kind of consideration, what the retail price will be? A. We don't have any the retailer sets the ultimate price to the consumer. We have a

21 (Pages 78 - 81)

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	Page 82	Page 84
1	1	1 ACKNOWLEDGMENT OF DEPONENT
2	1 0	2 I, MARK WESTPHAL, do hereby certify
3	, & ,	3 that I have read the foregoing transcript of my 4 testimony taken on 4/10/14, and further certify
4	topic. So at this point all the questions as	5 that it is a true and accurate record of my
5	to Mr. Westphal here are in his individual	6 testimony (with the exception of the corrections
6	capacity not on behalf of the company. And at	7 listed below):
7	some point we're going to need to cut this	8 Page Line Correction
8	off. But I'll let him answer.	9
9	THE WITNESS: We've not done any	10
10		11
11	retail, which would answer your question.	12
12	MR. ESSENMACHER: Thank you. To	13
13	•	14
14		15 16
15	*	17
16	_	18
17		19
18	_	20
19		21
20	• •	MARK WESTPHAL
21		22
22	_	SUBSCRIBED AND SWORN TO BEFORE ME
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1 2 3	Page 83 REPORTER'S CERTIFICATE STATE OF MINNESOTA)	25 (NOTARY PUBLIC) MY COMMISSION EXPIRES:
1 2 3 4	Page 83 REPORTER'S CERTIFICATE STATE OF MINNESOTA)	25 (NOTARY PUBLIC) MY COMMISSION EXPIRES:
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22 (Pages 82 - 84)